

## DEMOCRATS ABROAD CHINA BYLAWS

### ARTICLE I: NAME

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

### ARTICLE II: PURPOSE

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

### ARTICLE III: MEMBERS

- 3.1 *Qualification.* Members of DACN are U.S. citizens of voting age who support the principles and electoral aims of the Democratic Party of the United States of America, who elect to join DA, and who live, work or are otherwise located in China for the period of their active membership.
- 3.2 *Demographic Correctness.* To the extent possible, the organization shall endeavor for its members to be representative of the community of U.S. citizens identifying as Democrats living, working, or otherwise located in China.
- 3.3 *Disqualification.* Any member shall cease to be a member of DACN if the person no longer meets the qualifications of a member. A member may elect to end membership and association with either DACN or DA at any time for any reason. Any former member may be reinstated on the same conditions as a new member.
- 3.4 *Maintenance of Membership List.* The current list of members as maintained by the Secretary per Article VIII shall be delivered annually to the appropriate officers of the DPCA pursuant to procedures adopted by the DPCA.
- 3.5 *Consent to Share Data.* By becoming a member of DACN, each member consents to the delivery of his/her membership and voter registration information to the DPCA for use related to the activities associated with membership and purpose of the organization. Membership information is confidential and is not and may not be sold or shared with any third party for any purpose. Not-for-profit information about third-party activities of interest to the community may be shared with the membership of DA from time to time at the discretion of the Chair, Vice Chair, or Secretary of DACN, and/or those appointed by them to carry out such communications duties.

### ARTICLE IV: LEADERSHIP BOARD

- 4.1 *Membership.* The Leadership Board ("the Board") shall be comprised of eleven (11) members elected from among members of DACN. Six (6) members of the Board will be elected to hold DACN officer positions. The remaining five (5) members of the Board shall be Members-at-Large.
- 4.2 *Meetings.* The Board shall meet at regular intervals upon call by the Chair, for the purpose of directing the activities of DACN. Five members of the Board may also call a meeting of the Board.

### ARTICLE V: OFFICERS

The DACN Officers shall be the Chair, Vice Chair, Secretary, Treasurer, General Counsel, and Director of Communications & Information Technology. The Chair and Vice Chair shall be of different sex, as declared by each candidate in advance of the election. For the purposes of this section, the term "sex" is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America. Collectively, the Officers shall comprise the Executive Committee of DACN ("Executive Committee").

### ARTICLE VI: CHAIR

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

6.2 *Voting Representative.* Upon election, the Chair shall, as described in the article pertaining to DPCA Voting Representatives, serve as a DPCA Voting Representative.

#### **ARTICLE VII: VICE CHAIR**

6.1 *Responsibilities.* In the absence of the Chair, the Vice Chair shall call and preside at meetings of members and of the Executive Committee and Board. The Vice Chair shall have such other duties, as the Board shall define.

6.2 *Voting Representative.* Upon election, the Chair shall, as described in the article pertaining to DPCA Voting Representatives, serve as a DPCA Voting Representative.

#### **ARTICLE VIII: SECRETARY**

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

#### **ARTICLE IX: TREASURER**

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

#### **ARTICLE X: GENERAL COUNSEL**

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

#### **ARTICLE XI: DIRECTOR OF COMMUNICATIONS AND INFORMATION TECHNOLOGY**

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

#### **ARTICLE XII: DPCA VOTING REPRESENTATIVES**

12.1 *Purpose.* The DPCA Voting Representatives shall represent the views of DACN at the international meetings of the DPCA. The Country Chair and the Vice Chair are DPCA Voting Representatives by virtue of their offices.

12.2 *Attendance.* All DPCA Voting Representatives pledge to attend the Annual General Meeting (AGM) of DPCA. In the event that a DPCA Voting Representative is unable to attend a DPCA meeting, an alternate shall be designated instead.

12.3 *Election Procedure.* DPCA shall inform DACN, upon request of the DACN Secretary, of the number of DPCA Voting Representatives to which DACN is entitled at any given AGM or other properly called meeting of DPCA. To elect the remaining DPCA Voting Representatives there will be a single slate of female, male, and non-binary candidates. Candidates may run for both a Board position and on the DPCA slate.

12.4 *Election Process.* DACN members vote for the Board positions and, simultaneously, for the additional number of DPCA Voting Representatives, and alternates, to which DACN is entitled. Once the Board positions have been declared elected:

a. The elected names, if also appearing on the slate of DPCA candidates, will be removed.

b. Based on the self-declared sex distribution of the Board, the candidates with the most votes of each sex will be declared winners such that the DPCA representation is sex balanced. If the number of allowed DPCA Voting Representatives for DACN is an odd number, the imbalance on the elected DPCA Voting Representatives shall be of the opposite sex of the larger sex comprising the Board. If the number of elected DPCA Voting Representatives is an odd number, the final DPCA Voting Representative position will go to the candidate who received the most votes.

12.5 *Alternates.* In the event that a DPCA Voting Representative is unable to fulfill duties of the position, a candidate of the same sex as said representative, who shall have initially run for the position on the slate, shall serve as the alternate. If no such alternate is available, the Board shall elect the alternate by majority vote.

- 12.6 *Counting of Non-binary Sex or Gender Representatives.* A non-binary DPCA Voting Representative shall not be counted for the purposes of gender parity, but the remainder of the delegation shall be equally divided between male and female.

### **ARTICLE XIII: COMMITTEES**

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

### **ARTICLE XIV: CAUCUSES**

- 14.1 *Purpose.* DACN sponsors caucus groups, which exist to engage members with a particular area of interest in campaigns, initiatives, and advocacy projects.
- 14.2 *Liaisons.* The Leadership Board shall appoint a liaison to report on active caucus groups, who shall report to the Leadership Board about campaigns, initiatives, and advocacy projects.
- 14.3 *Self-regulation.* Caucuses may, with the advice and consent of the Leadership Board, design their own election process and create positions of responsibility for the caucus so long as there is thirty (30) days notice to the full DACN membership before any election.
- 14.4 *Caucus Bylaws.* DACN Caucuses may create their own caucus bylaws that are approved by the DACN Leadership Board.
- 14.5 *Sharing Information.* DACN Caucuses should share all events, news, issues identified, and resources with the DACN Director of Communications and Information Technology and the corresponding global caucus.

### **ARTICLE XV: TERMS**

- 15.1 *Terms and Limits.* The Officers and members of the Board shall be elected every two (2) years on odd years at the annual meeting of the organization (which meeting shall be held no later than June 30). They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same office.
- 15.2 *Expiration of Term.* The terms of all incumbent assistant Officers and committee Chairs shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.
- 15.3 *Resignation or Disqualification.* Any member of the Board may resign by written notice to the Chair or Vice Chair. A member of the Board who no longer qualifies as a member of DACN shall be deemed to have resigned.
- 15.4 *Removal.* Any member of the Board may be removed from office by a vote of seven (7) members of the Board at a duly convened meeting of the Board.

### **ARTICLE XVI: ELECTIONS**

- 16.1 *Nominations and Elections Committee.* At least two months prior to any annual meeting at which elections for members of the Board are to be held, a committee to seek nomination of candidates and administer the election (the "Nominations and Elections Committee" or "NEC") shall be named by the Chair with the approval of the Board.
- 16.2 *Organization and Administration of Elections.* The NEC shall decide, in view of local circumstances and to promote the greatest participation, how to organize and administer the election, subject to these Bylaws and DA rules governing Country Committee elections.
- 16.3 *Notice.* The NEC shall notify the members of DACN of the election and election procedures no less than thirty (30) days prior to the election.
- 16.4 *Election.* The elected members of the Board shall be the eleven (11) candidates for the Board who receive the most votes.
- 16.5 *Officers.* The Officers shall be elected from among the members of the Board by a majority of votes. If there are more than two (2) candidates, and no single candidate wins a majority, one or more candidates shall be eliminated pursuant to rules set by the NEC, leaving at least two (2) candidates remaining, and a new round of voting will be held. This process shall be repeated until a single candidate earns a majority of votes.

### **ARTICLE XVII: VACANCIES**

Any vacancy among the Officers may be filled by a majority vote of the Board from among its members. Any vacancy on the Board may be filled from among the members of DACN by a majority vote of the Board, provided that any member so elected may not serve as an Officer unless he or she is elected to that office by the members of DACN either in a regularly scheduled election or in a special election held at any subsequent meeting of the members of DACN in accordance the election and meeting procedures and

notice requirements herein. Members of the Board and Officers who fill a vacancy shall serve the remaining term of the departing Board member. Any Board Member or Officer who fills a vacancy for a remaining term of more than one year shall be deemed to have served a full term.

#### **ARTICLE XVIII: NOTICE**

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

#### **ARTICLE XIX: MEETINGS**

- 19.1 *Annual General Meeting.* An annual general meeting (AGM) of members shall be held no later than June 30 of each year and shall act upon the following (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Board and the Officers and (iii) such other appropriate business at the discretion of the Chair.
- 19.2 *Special Meetings.* Special meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) five (5) members of the Board or (iii) five per cent (5%) of the members of DACN who request the holding of a meeting.
- 19.3 *Openness.* All meetings of the Board, the Executive Committee, the Standing Committees and ad hoc committees (if any) shall be open to all members of DACN.
- 19.4 *Mode.* Meetings of DACN may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may deem appropriate.
- 19.5 *Quorum.* For the purposes hereof, a quorum shall be determined as follows: (i) for meeting of the membership, at least ten (10) members in attendance; (ii) for meetings of the Board, at least six (6) members in attendance; (iii) of the Executive Committee, three (3) members in attendance; and (iv) of a Standing Committee or any *ad hoc* committee, one-half (½) of the members of such committee.
- 19.6 *Minutes.* Minutes of any regular meeting, with the roll of those in attendance, shall be distributed by the Secretary at least one week prior to the next meeting and may be sent out by the Chair electronically. Voting on passage of minutes can take place electronically, at the discretion of the Chair, or be placed on the agenda for the next scheduled meeting. The results of any electronic vote on minutes shall be submitted by the Chair to the Secretary to appear in the next set of minutes. Minutes of special meetings shall be distributed within two weeks of the meeting's occurrence and should be approved electronically by those entitled to a vote.
- 19.7 *Robert's Rules.* All meetings shall be conducted in accordance with the edition of Robert's Rules of Order specified by the latest DA Charter as of the date of the meeting.

#### **ARTICLE XX RULES APPLICABLE TO DACN**

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

Adopted May 6, 2017  
Amended April 28, 2018  
Amended December 7, 2019