

DEMOCRATS ABROAD AUSTRALIA

BY LAWS

First adopted on 8 April 2004

Adopted as amended on 31 March 2008, on 20 June 2009 and on 18 March 2017

Article 1

Name

The name of this organization is Democrats Abroad Australia (herein referred to as “DA Australia” or “the organization”).

Article 2

Purpose and Relationship to Democrats Abroad and the Democratic Party Committee Abroad

- 2.1 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. DA Australia is, in turn, recognized by the governing body of Democrats Abroad, the Democratic Party Committee Abroad (“DPCA”,) as the official organization representing American Democrats who reside in Australia.
- 2.2. The purposes of the organization shall be to advance the goals and interests of the Democratic Party of the United States and of DPCA and to provide its members with a vehicle for the conduct of its activities.

Article 3

Members

- 3.1 Members must be citizens of the United States, of voting age, which for the purposes of these By Laws shall mean having attained the age of 18 by the first Tuesday following the first Monday of the first November to follow the date of the member joining, who subscribe to the principles of the Democratic Party of the United States and of DPCA and are resident in Australia.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in Australia shall be represented within the organization.
- 3.3 The current list of members as maintained by the Secretary, or a duly selected appointee pursuant to Article 8, shall be delivered to the appropriate officers of the DPCA by such deadline as the DPCA may set each year in such form and format as the DPCA shall from time to time require.
- 3.4 By becoming a member of DA Australia each member of the organization 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 DA Australia automatically results in membership in Democrats Abroad.

- 3.5 No fees or dues or voting record shall be required as a condition of membership.

Article 4

Cessation of Membership

- 4.1 Any member shall cease to be a member if he/she no longer meets the qualifications of a member.
- 4.2 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 DPCA 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 been given reasonable notice of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.
- 4.3 Any such former member may be reinstated on the same conditions as a new member.

Article 5

Country Committee Officers and DPCA Voting Representatives

- 5.1 The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Country Committee. The Vice-Chairperson shall be of the opposite gender from the Chairperson. No more than three of the five officers will be from the same chapter. Any Officer must be a member of DA Australia at the time of his or her election and throughout his or her tenure.
- 5.2

Article 6

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, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex-officio on all committees of the organization including Standing Committees, with full voting privileges. The Chairperson shall be a member of the DPCA and attend meetings of the DPCA.

Article 7

Vice-Chairperson

- 7.1 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.
- 7.2 The Vice Chairperson shall become Country Chairperson in case of a vacancy in the office of Country Chairperson until the next Annual General Meeting at which Officer Elections are held.
- 7.3 The Vice Chairperson shall be a member of the DPCA and attend meetings of the DPCA.

Article 8

Secretary

- 8.1 The Secretary shall maintain the member database, minutes of all meetings and all files and administrative records of the organization.
- 8.2 The Chairperson may appoint a member Database Manager to fulfill the obligations imposed by the DPCA for the maintenance of the current list of a current list of members pursuant to Article 3.
- 8.3 The Secretary shall maintain an active correspondence with the Local Chapter Secretaries, or Local Chapter Chairperson if no Local Chapter Secretary exists, in execution of Articles 8.1 and 8.2 and pursuant to Article 3.
- 8.4 At meetings requiring a quorum pursuant to Articles 12.9 and 20.6 the Secretary shall confirm a quorum of members is in attendance in person or by proxy per the current member database. In the Secretary's absence the Chairperson shall appoint an Executive Committee member to serve in the capacity of the Secretary.

Article 9

Treasurer

- 9.1 The Treasurer shall manage the finances of the organization, maintain its financial reports to members and prepare such financial reports and submissions 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).
- 9.2 The Treasurer shall prepare and present to the Annual General Meeting of DA Australia a Statement of Income and Expenses based on a fiscal year ending 31 March and a Balance Sheet as of 31 March.
- 9.3 The Treasurer shall maintain a full understanding of the laws and regulations of Australia and ensure that financial reports, returns and other submissions required of the organization under the laws and regulations/regulatory bodies of Australia are tendered in full and on time.
- 9.4 In association with the Counsel, the Treasurer shall maintain a robust understanding of the regulations of the Federal Election Commission and, to the best of his/her ability, ensure the organization and Local Chapters are operating in compliance with them.

- 9.5 The Treasurer shall have signature power over all bank or other financial accounts held in the name of DA Australia. The Country Chairperson and Vice Chairperson shall receive copies or updates of DA Australia financial accounts upon request.
- 9.6 The Treasurer shall maintain an active correspondence with the Local Chapter Treasurers, or Local Chapter Chairperson if no Local Chapter Treasurer exists, in execution of Article 9 and pursuant to Article 12.

Article 10

Counsel

- 10.1 The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DA Australia and its activities.
- 10.2 In association with the Treasurer, the Counsel shall maintain a robust understanding of the regulations of the Federal Election Commission and ensure, to the best of his/her ability, ensure the organization and Local Chapters are operating in compliance with them, liaising with the International Counsel of Democrats Abroad as necessary.
- 10.3 In association with the Chairperson and Vice Chairperson, the Counsel shall maintain an active correspondence with the Local Chapter Chairs in execution of 10.1 and 10.2.
- 10.4 The Counsel shall act as parliamentarian at all meetings of DA Australia, unless absent or excused there from.

Article 11

Voting Representatives

- 11.1 DA Australia shall have the option to elect Voting Representatives, and shall be required to elect at least the minimum number of Voting Representatives necessary to enable DA Australia to cast all its votes in the annual DPCA international meeting. Such election(s) shall be held at the same time as the election of a Country Committee's Chair and Vice Chair. If DA requires more than one (1) Voting Representative to meet its international Democrats Abroad obligations, gender balance shall apply. The term of a Voting Representative shall be the same as for Officers of the Country Committee.

The participation and rights of the of DA Australia Voting Representative(s) in international DA meetings is set forth in the Democrats Abroad charter.

Article 12

Executive Committee

- 12.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Counsel to the Committee and any Voting Representative(s)

elected from among the eligible members of the organization, the immediate past DA Australia Chairperson and the Local Chapter Chairpersons elected pursuant to Article 13.

- 12.2 The Executive Committee shall meet at regular intervals, and at least quarterly, upon call by the Chairperson. All members of the Executive Committee shall be notified reasonably in advance of each meeting of the Executive Committee. A meeting of the Executive Committee can also be called by one-third of the Executive Committee.
- 12.3 The Executive Committee shall consult with and advise the Chairperson in the administration of the organization.
- 12.4 The Executive Committee shall adopt guidelines for the governance of Local Chapters, known as "Guidelines for Democrats Abroad Australia Local Chapters" ("the Guidelines"). The Guidelines shall be reviewed and updated from time to time as deemed necessary by the Executive Committee.
- 12.5 The Executive Committee has the right to review and approve the activities of the officers and Voting Representatives of DA Australia as well as of the various Local Chapters, to approve the appointment of specifically tasked Committee Chairs, to form subcommittees and to review their activities, to authorize budgets and to approve expenditures in accordance with the Guidelines.

Article 13

Local Chapters

- 13.1 The Chairperson may create Local Chapters of Democrats Abroad Australia for the purpose of organizing members to undertake activities at the local level. Local Chapters may be formed to cover a State, City or Region at the Chairperson's discretion.
- 13.2 Local Chapters shall be recognized only for the internal purposes of DA Australia and are an integral and integrated part of DA Australia. They shall be subject to and operate solely in accordance with these By Laws, the Guidelines and any Standing Resolutions the Executive Committee shall from time to time adopt, as well as the By Laws of the DPCA and those of the Democratic Party, which will be subject to final interpretation by the DA Australia Chairperson. No DA Australia Local Chapter shall have By Laws of its own. No DA Australia Local Chapter shall operate a Bank Account other than those set up in the name of DA Australia for the prescribed use of the Local Chapter. All funds raised by a Local Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of DA Australia.
- 13.3 Local Chapters must have a minimum of 25 members, all of whom shall be resident in the Local Chapter's relevant State, City or Region, and have convened four (4) meetings with attendance of at least ten (10) persons over a period of no more than twelve (12) months.
- 13.4 Membership in a Local Chapter is open to any member who is resident in the Local Chapter's relevant State, City or Region, and to any member of DA Australia who requests and is approved by the Country Chairperson to be included in the chosen Local Chapter.
- 13.5 Each Local Chapter shall be headed by a Chapter Chairperson, elected by majority vote from amongst members attending in person or by proxy, at an Annual Local

Chapter Meeting to be held in odd numbered years following the Annual General Meeting of DA Australia and no later than 30 June. Local Chapter meetings for other purposes may be held at any time. Local Chapters may also elect Chapter coordinators such as Local Chapter Secretary, Local chapter Treasurer and Local Chapter Vice Chairperson at the same time as the Local Chapter Chairperson. The Local Chapter Chairperson is the only DA Australia Executive Committee member and the sole Local Chapter representative to it.

- 13.6 The Local Chapter Officers shall be subject to the supervision of the Local Chapter Chairperson, the DA Australia Chairperson and other DA Australia national officers as specified in these By Laws, and shall at all times abide by these By Laws, the Guidelines, the By Laws of the DPCA and those of the Democratic Party and all applicable US Federal laws governing campaign finance.
- 13.7 Established Local Chapters shall every year at a minimum convene one Annual Local Chapter Meeting during which the Local Chapter Chair and coordinators shall report out to the membership on the activities and status of the Local Chapter, plus at least one other meeting of members.
- 13.8 DA Australia Local Chapters may be dissolved by a two-thirds vote of the Executive Committee present and voting.
- 13.9 A quorum for Local Chapter meetings shall be determined as follows:
- (i) For meetings of the membership, the lesser of 25% of members or 10 members, including members present and members present by proxy, having lodged proxies in advance of the meeting for application of votes occurring at the meeting.
 - (ii) For meetings of the membership where Local Chapter officer elections are to occur, the lesser of one-third of members or 15 members, including members present and members present by proxy, having lodged proxies in advance of the meeting for application of votes occurring at the meeting.

Article 14

Committees

- 14.1 The Country Committee may have the following Standing Committees: Membership/Member Database; Voter Registration; Issues; Programs/Special Events; Fund-Raising; Website; Newsletter (eNewsletter)/Member Communications; and Media/PR.
- 14.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.
- 14.3 The Chairperson 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 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.

Article 15

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 16

Terms

- 16.1 The Officers and Voting Representatives shall be elected on odd-numbered years at the annual general meeting of DA Australia in accordance with Article 16. DA Australia Officers and Voting Representatives shall be elected for a term expiring upon the election of their successor and no later than 30 June (or whichever date is established in the Democrats Abroad Charter) of the next odd-numbered year that follows the year they are elected. No Officer can serve more than two consecutive terms in the same office.
- 16.2 The terms of all incumbent assistant Officers and Voting Representatives and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.
- 16.3 Any Officer or Voting Representative 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 is given due opportunity to explain the reasons for her or his absence.

Article 17

Nominations and Voting

- 17.1 At least two (2) months prior to each Annual General Meeting at which DA Australia officers and Voting Representatives are to be elected the Country Chairperson, with the approval of the Executive Committee, shall establish a Nominations Committee consisting of at least three (3) members of DA Australia, one of who will act as Nominations Committee Chairperson. The members of the Nominations Committee shall not run for a DA Australia officer position themselves. In February or as soon as practicable in each odd-numbered year, the Chairperson will name a Teller of Elections to oversee the election to be held at the Annual General Meeting. The Teller of Elections shall not be a candidate for any DA Australia office.
- 17.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide, at its discretion, the rules of the elections including whether voting shall be conducted (i) by mail/email ballot or ballots delivered by other electronic means (to be counted at the annual general meeting), or (ii) by vote, in person or by proxy, held at the annual general meeting, with proxy ballots being lodged in advance by mail/email ballots or ballots delivered by other electronic means, at the discretion of the Executive Committee.
- 17.3 The Nominations Committee shall no less than four (4) weeks and no more than eight (8) weeks prior to such Annual General Meeting seek out members interested in serving as officers or Voting Representatives of DA Australia and submit to the

Executive Committee for its approval a list of nominees for all Officer and Voting Representatives Positions. Such list shall be submitted to the members of DA Australia at least three (3) weeks prior to the Annual General Meeting.

- 17.4 If the elections are to be conducted by mail/email or other electronic means, any member of the organization wishing to run for office as an Officer or Voting Representatives and not nominated by the Nominations Committee shall declare his/her candidacy at least 14 days before the annual general meeting by a letter addressed to the Chairperson of the Nominations Committee. The Nominations Committee shall send electronic ballots, and in appropriate circumstances as determined by the Executive Committee paper ballots, to the membership of the organization no earlier than 13 days before the annual general meeting and no later than 10 days before such meeting.
- 175 If the elections are to be held by mail/email ballot or ballots delivered by other electronic means, 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 vote (in person or by proxy) at the annual general meeting, nominations for all positions to be filled may be made from the floor of the annual general meeting.
- 176 Any member entitled to vote may vote in advance by sending his or her ballot to the Teller of Elections prior to the meeting. All ballots not cast in person must be returned to and received by the Teller of Elections at least 24 hours prior to the Annual General Meeting or such other meeting to which the vote pertains.
- 17.7 The Teller of Elections shall, with the assistance of the DA Australia Secretary or Member Database Manager, certify the validity of the DA Australia membership of those casting ballots. Certification by the Teller of Elections of the ballots and election results shall occur within 24 hours after the election, with results announced to members as soon as possible thereafter.
- 17.8 In keeping with the rules of the Democratic Party, all ballot materials must be signed by the voter for the vote to be counted. In the case of a ballot submitted by email, the voter must include his or her name on the ballot which will constitute his or her signature, and it must be sent from the voter's email address in the records of DA Australia.
- 17.9 Any member voting by proxy or by mailed, emailed or faxed ballot shall be considered present at the meeting for the purpose of determining the necessary quorum as defined in Article 21.6 and majority as defined in Article 18.1.

Article 18

Elections and Removal from Office

- 18.1 The Officers and Voting Representative(s) shall be elected by a majority of votes of (i) the members voting (in person or by proxy) at the annual general meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by mail/email ballot or ballot delivered by other electronic means, counted at the annual general 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/email ballot or ballots delivered by other electronic means, ballots received by mail, email or other electronic

means shall be collected by tellers appointed in advance of the meeting to count the votes.

- 18.2 Any Officer or Voting Representative may be removed from office by a vote of two-thirds of
- (i) those present and those having lodged proxy ballots at a duly convened meeting of the membership or
 - (ii) those voting in a duly organized vote by mail/email or other electronic means on the question.

Article 19

Vacancies

Any vacancy among the Officers or Voting Representatives, other than Country Chairperson as per Article 7.2, shall be filled by appointment of a member by the Country Chairperson at his or her discretion until the next Annual General Meeting at which Officer and Voting Representatives Elections are held.

Article 20

Notice

- 20.1 Notice of annual general meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be emailed, and in appropriate circumstances as determined by the Executive Committee mailed, to members at least 30 days before the meeting. Notice of other meetings of members and of the Executive Committee shall be given by such method as the Chairperson shall from time to time reasonably prescribe.
- 20.2 Members without an email address may request that a copy of such email be sent to them by post or fax.
- 20.3 Any notice of a meeting shall include reference to the purpose of the meeting and any necessary or appropriate contact information.

Article 21

Meetings

- 21.1 An annual general meeting of members shall be held no later than 30 June (or whichever date is established in the Democrats Abroad Charter) 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 (odd-numbered years), the election of the Officers of the Executive Committee, and (iii) such other business as the Chairperson shall deem appropriate. Members will be invited in advance, via the Notice of Meeting, to contribute agenda items.
- 21.2 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 request the holding of a meeting.
- 21.3 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 By laws (including the provisions of notice).
- 21.4 Meetings of DA Australia may be held in person, by telephone, Video conference, or other such electronic means as the Executive Committee may from time to time approve with four-fifths (4/5ths) majority.
- 21.5 The Executive Committee shall decide at its discretion whether voting shall be conducted
- (i) by mail/email ballot or other electronic means (to be counted at the meeting), or
 - (ii) by vote (in person or by proxy) held at the meeting. In the event of votes to be held by mail/email ballot or other electronic means, ballots received by mail, email or other electronic means shall be collected by tellers appointed in advance of the meeting to count the votes.
- 21.6 A quorum shall be determined as follows.
- (i) for meetings of the membership, the lesser of 25% of members or 20 members, including members present; and members present by proxy, having lodged mail/email proxy ballots or delivered proxy ballots by other electronic means, in advance of the meeting for application to votes occurring at the meeting;
 - (ii) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.
- 21.7 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

Article 22

Rules Applicable to the 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 DPCA and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as DPCA 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 subclause (i) of the previous sentence and

- (B) the documents, rules and regulations referred to in subclause (ii) of the previous sentence, the documents, rules and regulations of such subclause (ii) shall prevail.

Article 23

Amendments

These By Laws may be amended by the membership of DA Australia by a three-fifths majority of those present and voting at an Annual General Meeting or Extraordinary General Meeting. Notice of intent to amend these By Laws and a copy of any proposed amendment must be given to members at least three (3) weeks before such meeting.

Article 24

Adoption of these By Laws and Transitional Rules

These By Laws shall be effective immediately upon adoption by the general membership of DA Australia in accordance with the then-effective By Laws of DA Australia at a duly constituted Annual General Meeting or Extraordinary General Meeting and shall replace any previously effective By Laws of DA Australia.