

# **Democrats Abroad Thailand**

## **BYLAWS**

Proposed for adoption on 10 September 2009

### **Article 1: Name**

These Bylaws govern an organization having as its name Democrats Abroad Thailand (“DAT”).

### **Article 2: Purpose and Relationship to Democrats Abroad**

- 2.1 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 assistance and support for the voting rights of overseas Americans.
- 2.2 The organization shall endeavor to comply with all requirements for maintaining its standing with the Democratic Party Committee Abroad (“DPCA”) as a Country Committee within Democrats Abroad.

### **Article 3: 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 Thailand. 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. Such persons may be subsequently reinstated with a two-thirds vote approval from 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 Thailand shall be represented within the organization.
- 3.3 The current list of members as maintained by the Secretary pursuant to Article 8 shall be certified 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 By becoming a member of DAT 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 DAT automatically results in membership in Democrats Abroad.
- 3.5 To join DAT, 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. The form shall include a notice setting forth the content of the preceding paragraph (3.4).
- 3.6 Each member has the right to inspect and correct his/her own 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 DAT. 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.
- 3.7 Membership in DAT also results in membership in a DAT chapter, if one exists, covering the residence in Thailand of such member. Members not within a geographic area covered by a DAT chapter may opt to join the DAT chapter nearest them until such time as a DAT chapter covering the province where they reside is established.

#### **Article 4: 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 5: Officers**

The Officers of the organization shall be the Chairperson, at least one and no more than three Vice-Chairpersons, Secretary, Treasurer, and Counsel to the Committee. In the event there is more than one Vice-Chairperson, one of the Vice-Chairperson positions shall be designated as First Vice-Chairperson. The Vice-Chairperson (or First Vice-Chairperson, as applicable) shall be of the opposite sex from the Chairperson.

### **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, 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 7: Vice-Chairperson**

In the absence of the Chairperson, the Vice-Chairperson (or First Vice-Chairperson, as applicable) shall call and preside at meetings of members and of the Executive Committee. In the absence of both the Chairperson and the First Vice-Chairperson, any other of the Vice-Chairperson as may be designated by the Executive Committee shall call and preside at such meeting. The Vice-Chairpersons shall have such other duties as the Chairperson shall define.

### **Article 8: 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 minutes shall be open for inspection by members.

### **Article 9: 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 as necessary on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission). The Treasurer shall ensure that DAT funds are expended only for purposes as defined in 23.2.

### **Article 10: Counsel**

Counsel is an appointed position, and shall be an ex-officio member of the Executive Committee, but with no vote in Executive Committee decisions. Counsel will be selected/terminated/replaced by a majority vote of the Executive Committee. The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DAT and its activities. The Counsel shall consult with the International Counsel from time to time as necessary on emergent matters, including notably questions on

voting issues and financial record keeping. Counsel will have a degree from an accredited American law faculty, but being currently licensed in Thailand, or in any other jurisdiction, is not required.

### **Article 11: Executive Committee**

- 11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairpersons, Secretary, Treasurer, and Counsel to the Committee, two Members-at-Large elected from among the eligible members of the organization, and chapter representatives, elected by each chapter in numbers based on the size of a chapter's membership (see Section 22.10).
- 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.
- 11.3 Due to the geographic distribution of the members and the chapters of DAT, the DAT Chairperson may elect from time to time to conduct the business of the DAT Executive Committee utilizing various technologies including, but not limited to telephone conferences or video conferences, e-mail and/or other electronic communications, for that purpose. Electronic communications from the DAT Chairperson that require a decision of the DAT Executive Committee should be marked as "DAT ExCom Decision Item" (in the subject line, for example, if sent by e-mail) and include the topic requiring response of the Committee. The DAT Chairperson or designee shall make every effort to contact by phone those members of the Executive Committee not accessible by electronic or other means.

### **Article 12: Committees**

- 12.1 DAT shall have a Standing Committee for Membership/Voter Registration, and an Advisory Committee.
- 12.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/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 and with notification to the other members of the Executive Committee.

- 12.4 The Executive Committee shall have an Advisory Committee available to it comprised of those former Chairpersons of DAT that currently reside in Thailand and choose to participate. They will provide advice on questions relating to DAT and its activities. Whenever the Chairperson, or separately, two or more members of the Executive Committee request such, they will be consulted and may provide their input in any form of communication permitted to members of the Executive Committee and will also be invited to attend any ensuing meeting of the Committee where the issue may be addressed.
- 12.5 Minutes of all committee meetings shall be made available to all members of the organization.

### **Article 13: 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 14: Terms**

- 14.1 The elected 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 March 31). They shall be elected for a term expiring upon the election of their successor. Neither the Chair nor First Vice Chair can serve more than two consecutive terms in the same office.
- 14.2 The terms of all incumbent assistant Officers, appointed 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 15: Nominations Committee**

- 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. This Committee shall be empowered to receive nominations from the membership and make nominations, with the assent of the nominated member, for the offices open for election on the DAT Executive Committee. This Committee shall not exclude any eligible candidates.
- 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 (to be counted at the annual meeting), (ii) by vote (in person or by proxy), (iii) by electronic processes, or (iv) by any combination of the above, held at the annual meeting and shall adopt the rules with respect to the election. The Executive Committee shall inform the membership of its decision on matters covered by this paragraph, with appropriate rationale(s) provided for its decision, by email in a timely manner.
- 15.3 At least six weeks prior to the annual general meeting (see Section 19.1), the Executive Committee shall announce the opening of nominations for elected officer positions of the Executive Committee by e-mail to all members and solicit their nominations. A representative of the Nominations Committee shall notify each nominee of his or her nomination and ask for his or her consent to be a candidate for such position. All nominees must consent to their nomination to be eligible for office.
- 15.4 The Nominations Committee shall notify the membership of all the nominations made for Executive Committee positions no less than 14 days prior to the annual meeting.
- 15.5 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.
- 15.6 If, at the start of the meeting, there is no candidate for a position, members may make nominations from the floor for that position.

### **Article 16: Elections and Removal from Office**

- 16.1 The elected 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) and (ii) the members voting by mail, fax or electronic ballot (e.g. email, web) counted at the annual meeting (or in the case of a vacancy, at any general meeting at which the election may be held).

- 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 and (ii) those voting in a duly organized vote by mail or electronic ballot (e.g. email, web) on the question and counted at said meeting. 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 First Vice-Chairperson shall succeed to the office of Chairperson and elections shall be held to fill the office of First Vice-Chairperson in accordance with Article 17.
- 16.4 Prior to any meeting at which an election will be held, an Elections Committee shall be named by the Chairperson with the approval of the Executive Committee. This Committee shall be empowered to establish and implement election procedures including, but not limited to, the counting of votes.

#### **Article 17: Vacancies**

Vacancies among the Officers or the Members-at-Large of the Executive Committee may arise as a result of resignation, cessation of residence in Thailand, removal from office or other cause, and shall be filled by appointment of the Chair with majority Executive Committee approval until the next general meeting. At that general meeting, a duly organized election shall be held to fill the vacant positions. Those elected in this manner to fill such vacancies shall serve out the balances of the terms of their respective predecessors.

#### **Article 18: 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 which is not less than 48 hours) shall be given by such method as the Chairperson shall from time to time reasonably prescribe.

#### **Article 19: 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 The minutes of all meetings of the membership, the Executive Committee, Standing Committees and ad hoc committees (if any) shall be made available to the membership.
- 19.4 Meetings of DAT may be held in person, by telephone, video conference, or such electronic means as the Executive Committee may from time to time approve by a 3/4 (three-fourths) majority.
- 19.5 For the purposes hereof, a quorum shall be determined as follows.
- (i) For meetings of the membership, the lesser of either 30 members or 5% of the registered members, in either case whether in person or by proxy;
  - (ii) For meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.
- 19.6 If the Chairperson fails to call a meeting in the time frame required by these bylaws or standing rules governing the conduct of that committee, 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 Robert's Rules of Order.

## **Article 20: Proxy Voting**

- 20.1 The use of proxies shall be permitted at general membership meetings of DAT and Chapter meetings only. 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 shall 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.



- 20.2 Electronic voting, by email, Internet or otherwise shall be permitted at general membership meetings of DAT and Chapter meetings only. The methodology employed will be selected by the Executive Committee, from those endorsed by DPCA as determining with reasonable certainty the authenticity of each voter's name.

### **Article 21: Rules Applicable to DAT**

The functioning of DAT 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 22: Chapters**

- 22.1 Chapters may be duly recognized from time to time by the Executive Committee of DAT in accordance with Section 22.8.
- 22.2 From time to time the Executive Committee shall adopt Standing Resolutions for the governance of the Chapters.
- 22.3 Membership in a recognized Chapter is open to any American citizen of voting age who has joined DAT in accordance with Section 3.1. and is resident in the Chapter city or its region. Members of DAT not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the Country-wide Chair.
- 22.4 Each Chapter shall be headed by a Chapter Chair, with the assistance of a Chapter Secretary, elected from amongst the membership of the Chapter at a meeting of the Chapter held for this purpose. The Chapter may choose to elect other officers as it deems necessary. The Chapter officers shall be elected at the same time as the Chapter Representatives to the Executive Committee.
- 22.5 The Chapters shall be recognized only for the internal purposes of DAT and are an integral and integrated part of DAT. They shall be subject to and operate solely in accordance with these Bylaws, and such Standing Resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. They shall not operate separate bank accounts. The content, scope and budget of chapter fundraising activities must be approved in advance by the Executive Committee.
- 22.6 The Chapters are intended to be mechanisms that provide enhanced services, support

and representation to members. They shall apply, for purposes of their elections and their internal management, the policies expressed in the DAT Bylaws, including the requirement that the Chair and Vice-Chair be of differing genders. Based on their size, location and specific circumstances, Chapters may be approved with differing numbers and concentrations of members residing within them, so reaching the minimum threshold does not in itself guarantee that a proposed Chapter will be approved, and the terms of the agreements between the Executive Committee and the Chapters may vary. The agreements between the Executive Committee and the Chapters are subject to amendment, by the Executive Committee, based on higher level policy revisions as well as changes in circumstance. Among other things, the Executive Committee may alter the geographic range of Chapters to provide for the emergence of new Chapters or to extend services to members where no Chapter otherwise exists. Chapters will be consulted before any such changes are undertaken, and the Chapter's representative(s) on the Executive Committee will be entitled to vote on such determinations, on the same basis as other Executive Committee members. Chapter activities may be restricted by the decision of the Executive Committee.

- 22.7 The Chapter Treasurer, if such position is created and filled, shall be subject to the supervision of the Country Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance. The use and expenditures of funds shall be determined pursuant to Article 23 herein, and to prior ad hoc agreements reached between the Chapter and the Executive Committee (or the Country Chair if a decision is required prior to the next Executive Committee meeting as to each event or publication and subject to approval by the Executive Committee) and/or Standing Resolutions. In no event shall the expenditure of funds be agreed to or any funds be disbursed by the Chapter without the prior consent of the Country Treasurer and the Chapter Chair.
- 22.8 To qualify as a Chapter, a group must have at least five (5) members all of whom shall be resident within the environs of a given city or in a recognized geographic region. Chapters consisting of members of DAT may be recognized or dissolved by a three-fourths vote of the Executive Committee present and voting.
- 22.9 Quorum requirements shall be established by written agreement between the chapter and the DAT Executive Committee.
- 22.10 Each Chapter shall elect one or more persons to represent the Chapter on the DAT Executive Committee based on the size of the Chapter membership. The nomination and election procedures and timeline for this process shall be managed by the Chapter Secretary and conducted according to the same procedures and timeline as the election of Chapter officers. The number of Chapter representatives to the Executive Committee shall be decided by the Chapter, based on the size of the membership of each Chapter according to the following sliding scale.

5 - 49 members:	1 representative
50 - 99 members:	up to 2 representatives, as per Chapter decision
100 or more members:	up to 3 representatives, as per Chapter decision

Chapter officers may also serve as Chapter representatives to the national Executive Committee, if so nominated and elected by the Chapter.

### **Article 23: Fundraising and Use of Funds**

- 23.1 Any fundraising activity undertaken by DAT shall be done in compliance with all legal requirements and in accordance with all relevant regulations issued by DPCA. DAT can legally accept donations from US citizens only.
- 23.2 All funds raised by DAT shall be for specific uses and purposes which shall be determined by the Executive Committee and identified, at the time of donation, to anyone donating funds or making an in-kind donation of goods or services to DAT. The Executive Committee shall make a good faith effort to use those funds accordingly, but any funds raised may always be used for assistance and support of voter education and voting rights of overseas Americans. Funds may also be expended for promotional materials and events to encourage donations to DAT. In the event any decision or interpretation may be required as to whether a specific expenditure complies with the definition herein, approval shall require a  $\frac{3}{4}$  (three-fourths) majority of the Executive Committee.

### **Article 24: Amendments**

These Bylaws may be amended by the general membership of DAT by a majority of two-thirds of those voting or by a three-fourths vote of the Executive Committee of DAT.

### **Article 25: Effective Date**

Any change to DAT Bylaws shall be effective upon the end of such meeting at which such change has been approved.

Proposed by the Executive Committee of DAT as revised: 10 September 2009

Article 17 revised by the Executive Committee: 14 September 2009