

REPORT OF THE CHARTER RECONCILIATION COMMITTEE

I. INTRODUCTION

As the International Executive Committee and other key volunteers turned attention away from the 2018 Mid-Term Elections toward practical matters of administration, it was observed that the text of the Democrats Abroad Charter contained some inaccuracies, and did not fully reflect changes made to it by the body on matters such as vote allocation, DPCA officer qualifications,¹ and the status of out-of-compliance Country Committees. Moreover, the problem did not appear to be limited to a single set of revisions or single version of the Charter. The Charter Reconciliation Committee (CRC) was formed in March 2019 to review Charter versions and to propose corrections conforming its text to what had been adopted by the Democratic Party Committee Abroad (DPCA). International Chair Julia Bryan appointed International Counsel Tom Schmid² (Japan) as CRC Chair and Merrill Oates³ (Hungary) and Ada Shen⁴ (France) as CRC members.

The CRC conducted its work from mid-March to mid-April 2019, prioritizing Charter amendments adopted from 2016 to 2018. Due to time constraints and the unavailability of certain records, Charter amendments adopted in 2015 are not addressed in this report. As reflected in the structure of this report, the CRC conducted its review by working backwards in time. Accordingly, sections below appear in reverse chronological order.

In connection with issues surrounding Section 3.6(a) and Schedule A (Part II.B, *infra*), the CRC conducted a careful examination of the relevant sections of the Charter from 2007 through 2015. This review may be of interest to those working on issues of allocation/apportionment and one person, one vote; a memorandum summarizing this review is attached hereto as Exhibit 1.

¹ The event that triggered the need for this committee occurred on March 2, 2019, when it was discovered that the Nominations and Elections Committee for DPCA Officer elections did not have the accurate text of the Charter for purposes of determining the Charter's requirements for candidate qualifications. Despite the confusion and the research required to resolve the matter, the correct text was identified and provided to the NEC on March 2, 2019. Accordingly, the text of Section 4.3 was corrected prior to the formation of the CRC, and Section 4.3 is not addressed in this report. Nevertheless, the CRC does find that the text of Section 4.3 is currently accurate.

² Mr. Schmid served as Chair of the Bylaws Committee in 2017 and as Chair of the Standing Bylaws Committee in 2018. He was a co-sponsor of the only Charter amendment proposed, and subsequently adopted, in 2016.

³ Mr. Oates served as a member of the Bylaws Committee in 2017 and sponsored a number of the proposals addressed in this report.

⁴ Ms. Shen served as the Secretary of the Standing Bylaws Committee in 2018 and is currently serving on the 2019 Bylaws Committee.

II. 2018 CHARTER AMENDMENTS

A. General Review

The 2018 Global Meeting in Tokyo resulted in the adoption of five Charter amendment propositions: (1) Proposition One (Sexual Harassment); (2) Proposition Three (Leadership Diversity); (3) Proposition Four (One Person, One Vote); (4) Proposition Ten (RVC Elections); and (5) Proposition Twelve (Parliamentary Authority). Due to the fact that the Standing Bylaws Committee⁵ prepared and posted “as adopted” text during the 2018 Global Meeting (a best practice for other committees to follow), the reconciliation of the adopted text was an easy task.

1. Recommended Changes (Inconsistencies)

The CRC identified inconsistencies between the text adopted by the DPCA and the current Charter and recommends the following changes:

- (a) Section 4.4: change title from “Gender Balance of International Chair and International Vice Chair” to “Leadership Diversity”;
- (b) Section 3.6(a): insert “with” between “accordance” and “such”;
- (c) Section 3.6(a): strike the reference to “5.4(e)” and replace with “5.4(f)”.
- (d) Section 6.2(b): Add an apostrophe so that the text reads “30 days’ notice”.

⁵ As the origins of the Standing Bylaws Committee has remained a subject of discussion within certain levels of leadership, the CRC finds it valuable to share the origins of the SBC as recorded in the minutes of the 2017 Global Meeting. The minutes state:

The Standing Bylaws Committee was created in the process of referring Res. 9A/B to committee. The minutes state: "The motion is to refer resolutions 9a and 9b to a standing bylaws committee with specific instructions to draft with a deadline of Dec 31, 2017. . . .

Carmelan Polce asks who is on the bylaws committee now, who will continue on the committee. Tom [Schmid] says that the chair would assign people to the committee. Tom notes we [the DPCA] have just voted to establish the committee. It is in order to appoint members if the body so chooses but it hasn't been recommended yet. Katie [Solon] clarifies that it would be a standing committee that would continue forward throughout the year. Also discusses how the makeup of the committee would or could be created (most details are not currently spelled out in the charter).

2. Recommended Changes (Scrivener’s Errors)

The CRC identified the following scrivener’s error, which the CRC believes can and should be corrected without the need for DPCA approval (as the error is obvious, non-controversial, and there is clear and convincing evidence of the intent of the body that adopted it):

- 1) Section 3.9: Change “Section 10.1” to “Section 11.1”. With the adoption of Proposition Twelve (2018), a new Article 10 was created, which moved the provision on Charter amendments (*ex* Article 10) to a new Article 11.

B. Proposition Four and “Schedule A”

In 2011, the DPCA adopted significant changes to the Charter with respect to voting allocation. The voting allocation formula applying the 25/75 method⁶ was adopted as a part of Section 3.6. That section refers to Schedule A, which is expressly incorporated into the Charter by reference.⁷

In 2018, at the Tokyo Global Meeting, Proposition Four adopted the principle of one person, one vote. According to paragraph six thereof, Schedule A of the Charter is to be amended by adding the number of voting representatives for each country to be elected in 2019. Specifically, the paragraph states:

6) ADDITIONALLY AMEND the Schedule to the Charter by adding a new column entitled “Step 6-Revised”, which shall state the number of Voting Representatives for each Country Committee with effect from 2019.

[Commentary that does not form part of the amendment: The Changes to "Step 6" are technical corrections, and indicate the number of Voting Representatives that can be elected with immediate effect. The New "Step 6–revised" is intended to show the number of Voting Representatives that must be elected under the new one-person one-vote rule with effect from 2019.]

The CRC found that Schedule A had been missing from the Charter since 2016, with the exception that the schedule was attached to the 2016 Delegate Selection Plan. As a result, Schedule A itself was not available to be considered, discussed, modified, or struck when the body voted to pass one person, one vote. The CRC notes that Schedule A is problematic for at least two reasons: first, it is inconsistent with the recent adoption of one person, one vote, such

⁶ Section 3.6(a) establishes the rough size of the DPCA by multiplying the number of Country Committees by four to yield an “Initial Product”. Twenty-five percent of the Initial Product is allocated to the Country Committees on the basis of one vote per committee, while 75% of the Initial Product is apportioned to the Country Committees based on certified membership.

⁷ “A hypothetical example of the [voting allocation] calculations is attached hereto as Schedule A, which is an integral part of this Charter.” DA Charter, Sec. 3.6(a) (current version).

that certain provisions (*e.g.*, Step 6) of Schedule A cannot be applied; second, Schedule A is routinely ignored in practice, and it has not been attached to the Charter for approximately three years (strongly suggesting that it is unnecessary as a practical tool for implementation of the Charter). While the CRC unanimously are of the opinion that much of Schedule A's relevance is rendered out-of-date, inapplicable, and subsumed by one person, one vote, the Charter, as amended by Proposition Four, requires the International Secretary to update the schedule as described above. The CRC recommends that the DPCA amend the Charter at the 2019 Washington D.C. Global Meeting to strike or amend the language of Section 3.6(a) that incorporates Schedule A by reference, and to strike Schedule A itself. The DPCA should review language options to identify its preference in terms of how to clarify the language and intent of the phrase "total membership of Democrats Abroad" (Sec. 3.6(a)(iii)) and its connection with Country Committee membership certification.

C. Proposition 4 (Sec. 3.6(h)(iv))

During its review, the CRC identified a scrivener's error in the "as adopted" text of Proposition Four. Our simple conclusion is that the "hanging" semicolon at the end of Section 3.6(h)(iii) should be struck and replaced by a period. Likewise, the misplaced "and" should be moved to the end of (h)(ii).

However, our review raised a question as to whether the punctuation was in fact a scrivener's error or whether there had been a more substantive reason behind the mistake. Based on the attached timeline (Exhibit 2), it is clear that Sec. 3.6(h)(iv) from the author's original text was deleted by the SBC. As explained below, this deletion accurately reflected the intent of the SBC.

The record shows that on May 11, 2018, the SBC unanimously agreed to "strike references to Non-voting Alternate Representatives and ranking". The record indicates that SBC Chair Tom Schmid created the shared SBC markup for Proposition Four and was the first to delete (h)(iv). He mistakenly left the hanging semicolon and the misplaced "and". These were both fixed by SBC Secretary Ada Shen. Proposition Four Sub-Committee Chair Josh Van der Ploeg subsequently edited the document and made no changes or comments on the deletion of (h)(iv). The draft SBC version of Proposition Four was discussed and adopted by the SBC on May 19, 2018, and none of the committee members raised any issue with the striking of (h)(iv).

Prior to the 2018 Global Meeting in Tokyo, final versions of the various texts were diligently prepared and posted by SBC Secretary Shen. This effort included updating and formatting the final version of each proposition, including last minute changes submitted by sponsors. The versions posted to the DA Wiki included: the "compiled" set, which was Bates stamped for purposes of reference; the individual versions of each proposition for display during the Global

Meeting; the version containing the SBC recommendations; and, ultimately, the "as adopted" versions.

According to the practice used by the bylaws committees during the 2017 and 2018 Global Meetings, bylaws committee markups would be presented to the body as moved and seconded motions to amend the original proposal. Thus, even without reviewing the minutes of the 2018 Global Meeting, we know that the SBC markup without (h)(iv) would have been presented first to the body. Our review of the 2018 Global Meeting Minutes on Proposition Four reveal no discussion of (h)(iv). There were two motions to amend Proposition Four: (1) the Bakker Amendment to strike paragraph 7, which would have amended Section 5.4 on compliance/certification; and (2) the Kruse Amendment to establish a special purpose global committee and to delay implementation of the substantive provisions of Proposition Four until 2019.

Thus, based on a comprehensive review of the records of the SBC and the DPCA, we conclude that:

- (1) Section 3.6(h)(iv) containing the new vacancy provision was intentionally struck by the SBC;
- (2) The "as adopted" version of Proposition Four is correct with the exception of the hanging semicolon and misplaced "and";
- (3) The DA Charter should be corrected to conform with the SBC markup text by inserting "and" after the semicolon in (h)(ii) and by striking the semicolon and misplaced "and" from Section 3.6(h)(iii) and replacing them with a period.
- (4) The above-stated corrections were scrivener's errors and do not require approval by the DPCA.

III. 2017 CHARTER AMENDMENTS

A. 2017 Global Meeting (Washington D.C.)

At the 2017 Global Meeting, the 16 Charter amendment resolutions pending consideration before the body were disposed as follows:

Table 1: Status of 2017 Global Meeting Charter Resolutions

CARRIED	NOT CARRIED	REFERRED
Res. 1 (consistency and usage)	Res. 12 (CCEP)	Res. 9A/B (Expanded Excom)
Res. 5 (responsibilities of Int'l Chair)		Res. 10 (Housekeeping)
Res. 7 (compliance) (floor amendment)		Res. 2A/B (Sex/gender)
Res. 13 (RVC elections)		Res. 14 (Excom diversity)
		Res. 15A/B (DPCA vote apportionment)
		Res. 8A/B/C (out-of-compliance CCs)
		Res. 16 (Proxies)
		Res. 4 (1p1v)
		Res. 3 (Super PACs)
		Res. 11 (Qualifications for DPCA Officers)
		Res. 6 (Membership verification)

For the adopted resolutions, the current Charter was compared against the text of the Revised 2017 Notice of Charter Amendment Resolutions, the 2017 Global Meeting Minutes and relevant parts of the Bylaws Committee Report. As indicated below, the CRC recommends the following changes:

Resolution 1: The purpose of this resolution was to make non-substantive amendments to the Charter to enhance consistency and usage. It was adopted by the DPCA as submitted by the Bylaws Committee without discussion upon a unanimous vote. The CRC found that there were many instances throughout the Charter in which these minor amendments were not reflected. As the CRC's recommended changes are too numerous to mention, the changes are marked in the CRC's working draft, attached hereto as Exhibit 3. The mark-up is based on the document entitled "REVISED 2017 NOTICE OF CHARTER AMENDMENT RESOLUTIONS.pdf", last modified on May 14, 2017.

Resolution 5: This resolution addressed the responsibilities of the International Chair as set forth in Section 4.6. The CRC identified minor discrepancies in punctuation etc. that did not match the adopted resolution. The CRC recommends that the last two sentences of Section 4.6 should be amended to read:

The International Chair may, after consultation with the Executive Committee, create or terminate committees, task forces, caucuses and councils, determine their composition and purpose and appoint their chairs or co-chairs. The International Chair shall *ex officio* be a non-voting member of all committees, task forces, caucuses and councils.

Resolution 7: This resolution amended Section 5.4(a), (b), (f), and (g). In Section 5.4(f), the current version of the Charter did not include the words "Secretary or" as adopted by floor amendment at the 2017 Global Meeting. Accordingly, the first line of the Section (f) should read, "By February 20th of each year, the Secretary or Chair of the Country . . ." ⁸

Resolution 13: Section 6.2 on the election of Regional Vice Chairs (RVCs) was amended by Resolution 13, and the current text of the Charter as missing a proviso that was added by the Bylaws Committee and was adopted by the body. The minutes confirm that the proviso was mentioned when introducing the resolution, and there was discussion about the proviso. Section 6.2 should have been amended as follows (proviso is underlined):

"Each Region shall elect a Regional Vice Chair at a meeting of the Region held in each odd-numbered year. Election shall be by simple majority of the votes cast by the Chairs (or Vice Chairs) of the Country Committees in the Region in attendance. Each Country Committee will be allocated one (1) vote in electing the Regional Vice Chair, to be cast by the Chair or the Vice Chair. If both the Chair and the Vice-Chair are in attendance, then the single Country Committee vote will be divided into two (2) one-half (1/2) votes. Voting shall be in person, by proxy, or electronically. The term of office of a Regional Vice Chair shall be for a two (2)-year period or until the election of a successor at the next Regional meeting during an odd-numbered year, provided that the election shall take place prior to the conclusion of the Global Meeting in odd-numbered years. Regional Vice Chairs must have their principal residence in the Region for which they are elected."

⁸ Section 5.4(e) requires further changes to conform to the adopted text of Resolution 6 (Jul. 2017). See Section III.B, *infra*.

Accordingly, the CRC recommends that the Charter be amended by adding the proviso (underlined) as indicated above.

B. 2017 Special DPCA Meeting (Charter and Resolutions)

As indicated in the Table 1 above, debate on six Charter resolutions was postponed to a special meeting of the DPCA, which was timely called and duly noticed by the International Chair and was held online on July 29, 2017. The table below summarizes the disposition of each Charter resolution considered:

Table 2: Status of July 2017 Special Meeting Charter Resolutions

CARRIED	NOT CARRIED	REFERRED
Res. 11 (DPCA Officers)	Res. 4 (1p1v)	Res. 3 (Super PACs)
Res. 6 (Membership Certification)	Res. 16 (Proxies)	
Res. 8 (Out-of-Compliance CCs)		

Res. 6 (Sec. 5.4(e)): In the current draft of the Charter received by the CRC, the last sentence of Section 5.4(e) reads:

Verified membership in Democrats Abroad shall require physical or electronic verification within a definite time of the January 31st database deadline of section 5.4(f). The time period ant [*sic*] the criteria for physical or electronic verification shall be established from time to time by the Executive Committee, provided that the time period shall be no more than four (4) years from the database deadline.

As explained below, the CRC finds that this language was inserted in error and does not reflect the text adopted by the DPCA in July 2017. Accordingly, the above-referenced language should be struck from Section 5.4(e) of the Charter. Furthermore, the text adopted by the DPCA (underlined) should be inserted, to wit:

The Executive Committee shall establish from time to time the methods and procedures to be used by the Country Committees to verify and certify membership for all purposes under this Charter, with the maximum accuracy reasonably possible for an association such as Democrats Abroad, provided that the methods and procedures require verification at least every four (4) years.

This resolution was submitted by Quaide Williams (Germany) for the purpose of clarifying the frequency with which the Charter requires the membership verification process to take place. To

this effect, Mr. Williams, on March 10, 2017, submitted the following proposed amendment to Section 5.4(e) (proposed text in italics):

The Executive Committee shall establish from time to time the methods and procedures to be used by the Country Committees to verify and certify membership for all purposes under this Charter, with the maximum accuracy reasonably possible for an association such as Democrats Abroad. Verified membership in Democrats Abroad shall require physical or electronic verification within a definite time of the January 31st database deadline of Section 5.4(f). The time period and the criteria for physical or electronic verification shall be established from time to time by the Executive Committee, provided that the time period shall be no more than four (4) years from the database deadline.

Upon reviewing the text proposed by Mr. Williams, the Bylaws Committee expressed concerns about the text and recommended amending it to match the underlined text above. The 2017 Report of the Bylaws Committee explained the concerns about the text proposed by Mr. Williams:

As submitted, the original proposal to amend the membership verification requirements of the Charter was not supported by the Committee. The phrase “physical or electronic verification” was viewed as ambiguous. Moreover, some expressed concerns that the phrase prescribes a verification process that may be suitable now but may not be suitable forever. The Committee’s intent is to leave "verification" to be spelled out by the Executive Committee. Consequently, the Committee recommends removing this language and simply providing for a four-year backstop on membership verification by adding the following text: “. . . , provided that the methods and procedures require verification at least every four (4) years”. The full text of the Committee’s recommended text is attached hereto in **Annex 2**.

Finally, records of the 2017 Bylaws Committee confirm that the Bylaws Committee’s language was, in fact, submitted to the DPCA at the July 2017 special meeting. Accordingly, Section 5.4(e) of the Charter should be changed according to the CRC’s recommendations set forth in this section, as well as the changes in reference to Charter Resolution 7.

Res. 8 (Sec. 5.10): Section 5.10 addresses the removal of out-of-compliance Country Committees from the DPCA. This proposal was adopted by the DPCA at the July special

meeting, and it was given an effective date of January 1, 2019. The first issue with Section 5.10 is that it had disappeared from the Charter and was still not included in versions of the Charter circulating in the first quarter of 2019 after having been added to the Charter in 2017. In any event, this matter has been resolved, as Section 5.10 was included in the version of the Charter provided to the CRC for review (as of March 2019).

The CRC finds that Section 5.10 is accurate with the exception of its single use of the word “dissolution”. References to “dissolution” were struck from text pursuant to a floor amendment passed during the special meeting. Accordingly, the phrase “dissolution and” should be struck after the phrase “vote to delay”.

Additionally, the CRC recommends striking the Secretary’s note as to the effective date of the resolution. This note was added to clarify that Section 5.10 would not be effective until January 1, 2019. As that date has passed, the note can now be removed.

IV. 2016 CHARTER AMENDMENT

In 2016, only one Charter amendment was proposed, and it was adopted by the DPCA subject to one floor amendment. In sum, the CRC finds that the current version of the Charter accurately reflects the resolution adopted by the DPCA.

However, in reviewing the minutes of the 2016 Global Meeting and the procedure used, the CRC had deemed it necessary to clarify a discrepancy in the minutes, as well as identify a procedural mistake in the use of Robert’s Rules of Order. These points are simply raised to clarify the historical record and for informational purposes. The CRC wishes to emphasize that it finds no actual harm to the DPCA was caused by these mistakes.

As submitted, the resolution reads:

Resolution to amend the Democrats Abroad Charter by clarifying country committee annual compliance and biennial election requirements

Proposed by Katie Solon (International Chair), Kat Allikian (Chair, New Zealand), and Tom Schmid (Chair, Japan).

BE IT RESOLVED, that the Democrats Abroad Charter shall be amended as follows:

(1) The title of Section 5.4 shall be amended by inserting the words “Compliance and” after “Committee” so that the amended title reads “Section 5.4 (Country Committee Compliance and Filings)”;

(2) Paragraphs (a) through (f) of Section 5.4 shall be reclassified as paragraphs (b) through (g), and a new paragraph (a) shall be inserted stating, “Each Country Committee shall hold an Annual General Meeting on or before June 30th of each calendar year and shall provide minutes of the Annual General Meeting to the International Secretary at such time as determined under paragraph (g)⁹ of this section. The minimum requirements for each Annual General Meeting include the Chair’s Report and the Treasurer’s or Financial Report.”

(3) Paragraph (c) of Section 5.4 (*ex para. (b)*) shall be amended by deleting “March 31st” and replacing it with “June 30th”.

During discussion, Joseph Smallhoover (France) offered a friendly amendment¹⁰ to “remove the minimum requirements for each . . .” This was accepted by the sponsors, and the last sentence of paragraph (2) was struck from the resolution. Appropriately, the struck sentence does not appear in the current Charter.

Curiously, the minutes of the 2016 meeting include a different paragraph (2). The version in the minutes reads:

(2) Paragraphs (a) through (f) of Section 5.4 shall be reclassified as paragraphs (b) through (g), and a new paragraph (a) shall be inserted stating, “Each Country Committee shall hold an Annual General Meeting on or before June 30th of each

⁹ The CRC finds that this reference to paragraph (g) is a scrivener’s error, and the citation should be changed to paragraph (c). Paragraph (c) expressly addresses the submission of minutes to the International Secretary. Specifically, paragraph (c) states: “Within fifteen (15) days of any election held by a Country Committee, the Secretary of such Country Committee shall certify the results of the election to the International Secretary and forward the minutes of the election meeting, with full address and contact information of the office holders so elected.”

¹⁰ Under Robert’s Rules of Order Newly Revised (RONR), the “friendly amendment” procedure used was, in fact, out of order. RONR (11th ed.), 162 (“Regardless of whether or not the maker of the motion ‘accepts’ the amendment, it must be opened to debate and voted on formally (unless adopted by unanimous consent) and is handled under the same rules as amendments generally.”) Once the question has been presented to the body and opened for discussion, the text of the resolution no longer belongs to the author(s), but to the body itself. *Id.* at 114. (“After the question has been stated by the chair—although the assembly, and not the maker of the motion, then has control over its wording—the maker can request unanimous consent to modify the motion.”) Accordingly, a vote on the “friendly” motion to amend was required. However, no procedural objections were raised, so the adopted text remains valid, despite the procedural infirmity. *Id.* at 257. (“[Appeals are] in order when another has the floor, but the appeal must be made at the time of the ruling. If any debate or business has intervened, it is too late to appeal.”)

calendar year and shall provide minutes of the Annual General Meeting to the International Secretary at such time as determined under paragraph (g) of this section, *either (1) from the previous year's meeting, if the AGM is planned for, or (2) of the current year's meeting* (emphasis added).

How this language was added to the minutes is a matter of conjecture. One possible explanation is that the text was added in connection with Alex Montgomery's motion to clarify the text of the resolution. However, the minutes state the offered amendment as: "The Country Committee will be deemed in compliance at the DPCA Global Meeting if they have held an AGM within the last 12 months."

The CRC finds that the minutes of the 2016 Global Meeting accurately reflect the debate and the process for amending the Charter; however, the text of the resolution stated in the minutes does not reflect the version that was submitted by the sponsors and does not reflect the text that was actually considered by the body.

Thus, including the correction of the scrivener's error identified in note 9, the correct language for Section 5.4(a) is:

- (a) Each Country Committee shall hold an Annual General Meeting on or before June 30th of each calendar year and shall provide minutes of the Annual General Meeting to the International Secretary and the Regional Vice Chair¹¹ at such time as determined under paragraph (c) of this section.

V. CONCLUSIONS AND RECOMMENDATIONS

As set forth above, the CRC's review of the Democrats Charter amendments from 2016 to 2018 identified substantive inconsistencies, both major and minor. These inconsistencies must be corrected to reflect the text already adopted by the DPCA. The CRC also identified scrivener's errors, which may be corrected without the need to submit the text to the DPCA for approval. Where the CRC has proposed a correction based on a scrivener's error, the CRC found clear and convincing evidence of the intent of the DPCA, and the CRC's reasoning is provided in this report.

For the convenience of the International Executive Committee, the CRC has attached two copies of the Charter to this report. The first is a clean version that reflects the changes recommended in this report (Exhibit 3); the second is the CRC's mark-up (Exhibit 4).

¹¹ The phrase "and the Regional Vice Chair" was added by the adoption of Charter Resolution 7 (2017).

It can be a healthy exercise to periodically give an in-depth review to an organization's founding documents, such as our Charter, and to systematically review the changes that have been implemented as the organization grows and evolves and correlating changes are proposed and adopted by the body. This reflects on a vibrant and engaged membership body with an awareness of the need to regularly refresh and bring its governing documents and processes in-line with the day-to-day realities of a living organization.

The Charter Reconciliation Committee has had the opportunity to conduct such a review, and as noted above, we have found and documented a number of inconsistencies between the text of Charter Amendments passed by the DPCA body, and the actual recording of those changes in the text of the document. We feel that we have identified the relevant inconsistencies and have now provided a "reconciled" version that reflects the decisions of the body at the time when these various proposed amendments were passed.

It is vital for the members of an organization such as Democrats Abroad to have full confidence that our documents of record – such as the DPCA Charter – accurately reflect the rules and procedures of the organization. Therefore, we recommend that:

- The CRC "Reconciled" version of the Charter be circulated as the Charter version currently in effect;
- DPCA implement an improved process and assign clear responsibility to the International Counsel for ensuring that future amendments are accurately reflected in the Charter;
- That future versions of the Charter be reviewed, posted, and circulated to the body in a timely manner after any amendments;
- That future bylaws committees keep accurate records of submitted proposals and revisions, as they are put forward, and as they are adopted by the body;
- That minutes (or proposed minutes) of DPCA meetings be systematically posted to an archive of record (such as the DA Wiki) in a timely manner (i.e., within 30 days) after each DPCA meeting;
- That Schedule A and reference to it (Sec. 3.6(a)) should be removed from the Charter, as it is outdated and inapplicable to the context of one person, one vote. It should be removed from the Charter through the normal Charter amendment process, and the DPCA should review language options to identify its preference in terms of how to

clarify the language and intent of the phrase "total membership of Democrats Abroad" (Sec. 3.6(a)(iii)) and its connection with Country Committee membership certification.

Respectfully submitted,

Tom Schmid, Chair
Merrill Oates, Member
Ada Shen, Member

April 26, 2019

EXHIBIT 1

2007-2015 CHARTER REVIEW OF SECTION 3.6(a) AND SCHEDULE A

MEMORANDUM

To: Charter Reconciliation Committee

From: Tom Schmid, Chair

Date: April 25, 2019

Re: Sec. 3.6(a) and Schedule A

In March 2019, both the International Executive Committee and the CRC became aware that Schedule A had not been attached to the Charter for several years. The CRC undertook its review of Charter amendments adopted from 2016 to 2018, and identified the need to amend Schedule A according to paragraph 6 of Proposition Four (2018), addressing one person, one vote. The CRC's review of Schedule A revealed that parts of Schedule A are entirely incompatible with the forthcoming implementation of one person, one vote. To inform its recommendation on Schedule A, the CRC found it helpful to review prior versions of the Charter, specifically the versions of the Charter that were in force from 2007 through 2015. The voting allocation requirements for each year, and their connection with Schedule A, are reviewed below.

1. 2007 Charter: Section 3.6 allocated one vote to each DPCA officer, DNC member, and Country Committee. "Supplemental votes" were allocated to CCs based on population.

100-500	1 Supplemental Member
500-1000	2 Supplemental Members
1000+	3 Supplemental Members

Membership certification took place pursuant to Section 5.4(d), which required the Chair of each Country Committee to forward a "database" to the International Chair containing the names and other information of its members for purposes of certification, and the "list" was to be countersigned by the CC secretary or treasurer.

The 2007 Charter contains no Schedule A.

2. Jan. 2011 (Proposed): According to the Charter version history, it seems that no amendments were adopted between 2007 and 2010. The January 2011 version reviewed by the CRC appears

to have been a proposal prepared in advance of the Seoul meeting. The proposal introduces the 25/75 allocation method for the first time, and it formed the basis for what was actually adopted in Seoul in March 2011. The proposed Sec. 3.6(a) states:

The total number of Country Committee votes shall equal four times the number of Country Committees, 75% of such votes shall be allocated to the Country Committees in numbers equivalent to each Country Committee's percentage of the total Democrats Abroad membership certified annually in accordance with section 5.4(e) below, rounded to the nearest whole number; and the remaining 25% of which shall be allocated equally on a per Country Committee basis. It is understood that the total number of votes and the number of votes allocated to Country Committees may vary slightly from the total number of votes obtained under the above formula.

The word "annually" was added in the proposal. The reference to section 5.4(e) was new, and it draws a direct connection to the text of Section 5.4(d) (2007). Thus, the version proposed for adoption in Seoul sought to link Section 3.6(a)'s allocation provisions with Section 5.4(e)'s membership certification requirements.

3. March 2011 (Seoul): The March 2011 Charter provides for a system in which each country is guaranteed the assignment of *two* votes at a minimum: one base vote (Sec. 3.6(a)(i)) plus one apportioned vote. This is evident by the plain language of Sec. 3.6(a)(ii) and (iii), and by Step 8 of the new Schedule A.

Under Section 3.6(a)(i), 25% of the DPCA votes would be allocated on the basis of one per CC. Sec. 3.6(a)(ii) and (iii) apportioned (*i.e.*, the proportional distribution) 75% of the DPCA votes) as follows:

- (ii) The remaining 75% of the votes shall be allocated in numbers equivalent to each Country Committee's percentage of the total Democrats Abroad membership certified annually in accordance with section 5.4(e) below, rounded to the nearest whole number, provided that
- (iii) each Country Committee shall have at least one such vote.***

The linguistic connection between paragraphs (ii) and (iii) is obvious. Also, (ii) uses the phrase "total of Democrats Abroad membership certified annually in accordance with section 5.4(e)". This is a direct link between allocation to certified CC membership, as introduced in the January 2011 proposal. Moreover, the deliberations prior to or in Seoul added paragraph (iii), which is the operative language that guarantees the minimum of two votes per CC. Without paragraph

(iii), "rounding to the nearest whole number" would round fractional apportionment values down to zero for CCs scoring under 0.5, thus depriving them of the apportioned vote.

The most unique aspect of the Schedule is Step 6, which requires the application of "trial and error" method. The purpose of this method was to prevent the DPCA from exceeding its pre-ordained size of four times the number of CCs (excluding DPCA officers and DNC members). In other words, the apportionment formula in Seoul established the DPCA as a fixed size, that is, four times the number of CCs, a threshold that would always be exceeded by the process of complying with Sec. 3.6(a)(iii) (rounding all apportionment values up for CCs that would otherwise not receive an apportioned vote), The trial-and-error method used an arbitrary percentage to "shrink" the DPCA to the appropriate size. In the Schedule, the example reduces the size of the DPCA to 93% of its fully allocated size.

The need for a Schedule becomes evident here for several reasons, one of which being that it is hard to sell a trial-and-error based formula without an example.

4. Sep. 2011 (Online): Here, Sec. 3.6(a) is amended by moving annual certification and the section 5.4(e) reference out of (ii) and into the main section (3.6(a)). Why this was done is unclear. Perhaps this was an attempt to isolate Sec. 3.6(a) as a proportional voting section. More likely, it was recognized that the March 2011 reference to DNC members and DPCA officers was duplicative, as both the March and September 2011 Charters contain Sec. 3.6(b) allocation of votes to officers and DNC members.

In the September version, Section 3.6(a)(i) introduces the "Initial Product" language. But importantly, the allocation framework maintains the assigned CC votes at a minimum of two. It does this by Sec. 3.6(a)(iii)'s last sentence: "Any and all fractions shall be rounded *up* to the next whole number" (emphasis added). So when the 75% apportionment is calculated, even an allocation factor of 0.0001 would result in 1 vote. This is reflected in Schedule A (Step 4).

5. 2015 Charter (Punta Cana): The change to the Charter in 2015 reversed the "two vote per CC" principle enshrined in Seoul, and the change occurred in a very unique way. The 2015 amendment deleted the "rounding up" clause and replaced it with:

Fractions greater than or equal to 0.455 shall be rounded to the next highest whole number. Fractions less than 0.455 shall be rounded to the next lowest whole number.

As nebulous and innocuous as the 0.455 rounding rule may have seemed, it had significant impact on DPCA vote allocation. (Some say that this rounding rule was "required" by the DNC,

although no direct proof of this has come to the attention of the CRC.) What is clear from the concept, as well as the revised Schedule A, is that the new rounding rule created the virtual certainty that at least some CCs would be reduced to only 1 vote.

6. Analysis

According to the versions of Schedule A attached to the respective versions of the Charter, the number of apportioned votes fluctuated: March 2011 (200 votes); Sep. 2011 (226 votes); 2015 (203 votes).

In March 2011, the trial-and-error method was intended to ensure that the DPCA stayed at the size of 4 times the number of CCs. When this was eliminated in September 2011, the DPCA was allowed to grow, as seen by the fact that the number of votes, all things being equal, would have grown to 226. (Note that the “size” of the DPCA is based on a comparison of the example schedules rather than a reference to the actual size of the DPCA, which would vary based on the number of CCs etc.)

The amendments in 2015 had the opposite effect, reducing the size of the DPCA. Under the 2015 model, the size could still float, but the change to the rounding rule ensured that a number of smaller CCs would not receive any apportionment beyond their base vote. The 2015 changes appear to have focused or skewed DPCA apportionment toward the center. Nevertheless, large CCs had something to gain because a large CC's, for example, 24 votes in a 203 member assembly would have more weight than the same votes cast in a 226 member assembly (a 1.2% increase in voting power in the smaller assembly).

7. Questions Relevant to the CRC

(1) Must Schedule A be struck or amended?

Yes, Schedule A must be either struck or amended. The reasons are mentioned in the CRC report, but the most serious point is that Schedule A is incorporated directly into the Charter by reference and Step 6 of Schedule A is not compliant with our new provisions on one person, one vote.

(2) If Schedule A is struck from the Charter, must the “total membership of Democrats Abroad” be defined as CC membership in order for the change to remain neutral?

Probably not, but some DPCA members will likely prefer greater clarity. Section 3.6(a) of the Charter has consistently referred to Section 5.4(e) (CRC Reconciled Charter, Sec. 5.4(f)). This cross reference creates a direct link between CC certification and membership in Democrats Abroad. Any body (the Executive Committee or the DPCA) interpreting the Charter could reasonably reach this conclusion, particularly in light of actual practice. It should be pointed out that Sec. 5.4(e) (or (f)) only permits CCs to certify, and there is no established process to certify

non-CC membership, although these non-CC DA members are certainly accounted for at the global level. Based on the well-established connection between Sec. 3.6(a) and 5.4(e) (or (f)), the addition of definitional language in the Charter does not seem necessary. Nevertheless, interpretation often causes problems, so some members may find clarification to be beneficial to the organization.

(3) Is Schedule A necessary for the Charter to function?

No, Section 3.6(a) of the Charter contains sufficient direction to guide the International Executive Committee through the vote allocation/apportionment process. Step 1 of Schedule A explains how to calculate percentages; Step 2 provides instruction multiplication by a factor of 4; Step 3 explains the simple calculations necessary to obtain each CC's allocation factor; Step 4 explains how to round numbers; Step 5 explains how to add the results of Steps 2 and 4. As discussed below, the value of an example should not be trivialized. But the steps addressed in Schedule A can hardly be considered to be so mathematically complex that the text of the Charter requires numerical examples.

(4) Is there any value to keeping Schedule A in some other form?

Yes, Schedule A, or some similar document, certainly has value as an instructional document and as an example. Using the same "examples" allowed the CRC to quickly compare different versions of the Charter and review the impact of certain changes. In this sense, consistency in the "example" figures in Schedule A's table creates a common baseline among different versions of the Charter.

The step-by-step guide is also a helpful resource but it does not need to be a part of the Charter. As explained above, it provides examples of multiplying percentages, adding numbers, and rounding. While helpful, this document is for purposes of implementation and explanation. Thus, the International Executive Committee may consider creating its own Step-by-Step guide and example table which can be easily edited, updated, or amended without needing to seek the approval of two-thirds of the DPCA. If created, these sample documents should be separately posted to the Wiki but can also be attached to the Charter as references rather than as text formally incorporated into the Charter. Finally, after the allocation of DPCA votes, the International Secretary may consider attaching an updated list of the number of votes allocated to each CC and all other DPCA members.

EXHIBIT 2

TIMELINE (SECTION 3.6(H)(IV))

Unity Proposal (2015)

-Contains original vacancy provision: "during the period of any vacancy in the Country Committee Voting Delegation, the vote (or half-vote) that would otherwise be allocated to the vacant position may not be the subject of any proxy, or otherwise re-allocated or cast by any other person." (Para. 5)

Williams Proposal, Prop. 4 (2017)

-Becomes Sec. 3.6(h)(iv(; modified as to section number but not regarding content.
-Charter Res. 4 (2017) was voted on at the July 2017 Special Meeting and did not carry
-Williams immediately resubmitted the same proposal for review by the Standing Bylaws Committee to be considered in 2018

Public Hearing (14 April 2018)

-Contains original vacancy provision (see Unity Proposal)

Williams-Oates Proposal, Prop 4A (25 April 2018)

-New vacancy provision introduced: "in the event of a vacancy of [a] Voting Representative, the position shall be filled by each lower ranked Voting Representative moving up the sequential ranking and the highest ranked Non-voting Alternate Representative becoming the lowest ranked At-Large Voting Representative."

SBC Meeting #14 (27 April 2018)

-Minutes reference "New: Added 4A"

SBC Meeting #16 (4 May 2018)

-Determined that Prop 4A replaces Prop 4
-Request authors to change format
-Further discussion postponed to next meeting
-Google Doc (Proposition 4) created on May 4, 2018 containing original vacancy provision
-Google Doc (Proposition 4A) created on May 4, 2018 containing new vacancy provision

SBC Meeting #17 (11 May 2018)

- SBC engages in substantive review of Prop 4 (NB. At this point, it appears that the SBC had fully accepted the replacement of Prop 4 with the text of Prop 4A. Following the replacement, the revised text was referred to as Prop 4)
- SBC unanimously agrees to recommend to "strike references to Non-voting Alternate Representatives and ranking"

SBC Chair Tom Schmid (14 May 2018, 11:18 AM)

- Creates Google Doc. with Prop 4 text
- Version is dated 15 April 2017 (should be 25 April?) and lists Williams and Oates as sponsors
- Contains new vacancy language

SBC Chair Tom Schmid (14 May 2018, 11:24 AM)

- struck Sec. 3.6(h.iv)
- left hanging semicolon and "and"

SBC Secretary Ada Shen (18 May 2018, 7:42 PM)

- corrects hanging semicolon and "and"
- moves "and" to (h.ii), its correct position

SBC Prop 4 Sub-Committee Chair Josh Van der Ploeg (19 May 2018, 4:58 PM)

- edits document without change to (h.iv)

SBC Meeting #19 (19 May 2018)

- Final markup of Prop 4
- Includes link to Prop 4 markup

2018_ChartAm_Prop4_1p1v_v2.pdf (19 May 2018)

- Posted to Wiki
- includes new vacancy provision
- Alternate formatting of (h.iv)

2018 Charter Amendment Propositions Complied (24 May 2018)

- Pages SBC000006 to SBC000009
- Appears identical to 2018_ChartAm_Prop4_1p1v_v2.pdf (19 May 2018)

2018_ChartAm_Prop4_1p1v_Revised_SBCamended.pdf (25 May 2018)

- Posted to Wiki
- hanging semicolon and "and" return

-Standard formatting, similar to Unity and Williams Proposals

2018 Global Meeting (26 May 2018)

-Minutes (pages 7 to 10): no reference of (h)(iv)

-Bakker and Kruse Amendments were the only two adopted on other subjects

Proposition 4, As Adopted (26 May 2018)

-hanging semicolon and "and" return

-Standard formatting (h)(iv), similar to Unity and Williams Proposals

EXHIBIT 3

CRC REVISED CHARTER

DEMOCRATS ABROAD CHARTER

Article One: Name; Purpose

Democrats Abroad is the organization that represents all United States citizens residing outside the U.S. who wish to adhere to the principles and further the aims of the Democratic Party of the United States of America. The organization is recognized by the Democratic National Committee ("DNC") as the equivalent of a U.S. State Party.

Democrats Abroad 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.* Democrats Abroad's principal place of business is and will remain the District of Columbia.

For administrative purposes, Democrats Abroad is divided into Country Committees and Regions comprised of the members from within each such country and Region.

Membership in Democrats Abroad is open to all citizens of the United States of voting age (or who will be such before the next Federal election) who have declared themselves to be Democrats. Members of Democrats Abroad may also be members of a local Democratic Country Committee or organizing committee existing in the respective country or defined geographic area in which such member resides or works.

Neither Democrats Abroad nor any of its constituent units may participate in the political activities of any country other than the United States of America.

Article Two: Democratic Party Committee Abroad Section 2.1

(Duties and Responsibilities)

The Democratic Party Committee Abroad ("DPCA") is the highest authority of Democrats Abroad and shall have general responsibility for the coordination and furtherance of the work and purposes of Democrats Abroad, including the Regional Committees and the Country Committees provided for below, and shall perform generally the functions of a State Democratic Party Committee, subject to the provisions of the Charter and Bylaws of the Democratic Party of the United States of America, the resolutions and other actions of the DNC, this Charter, and any

Standing Resolutions of the DPCA.

In discharging its operating responsibilities, the DPCA shall:

- (a) act as a forum for the consideration of issues that relate to U.S. citizens residing abroad;
- (b) supervise activities of the Regions and Country Committees (and any subdivision thereof) in such matters as:
 1. the nomination and election of Delegates to Democratic Party Conferences and Conventions;
 2. the transmission of the views of Democrats Abroad to the DNC and *vice versa*, both on party affairs and policy;
 3. especially in campaign years, the organization of voter registration campaigns and Get Out the Vote activities, the handling of joint publicity and advertising, the acquisition and distribution of campaign literature and materials, the coordination of visits, and related matters;
 4. cooperation with U.S. civic organizations and other U.S. political parties on nonpartisan and bipartisan programs;
 5. the initiation of steps to organize new committees in countries or areas with a substantial number of resident U.S. citizens; and
 6. the day-to-day operations of the Regions.

Section 2.2 (DPCA Membership)

The DPCA shall be composed of:

- (a) the Chair, the Vice Chair (or first Vice Chair if there are several Vice Chairs), and Voting Representatives of each Country Committee that has been admitted by Democrats Abroad;
- (b) DNC Members representing Democrats Abroad; and
- (c) the International Chair, International Vice Chair, International Treasurer, International Secretary, International Counsel, the Regional Vice Chairs and any other elected officers of the DPCA.

Section 2.3 (Election Standards)

- (a) DPCA Members shall be elected in accordance with the standards set forth in the Charter and Bylaws of the Democratic Party through

processes that assure full, timely, and equal opportunity to participate. All elections shall be public and all ballots open to inspection.

- (b) The DPCA Executive Committee may adopt such rules for elections as it deems necessary from time to time. Such rules shall also apply to elections conducted by the Regions and the Country Committees.

Section 2.4 (Cessation of Membership)

- (a) A DPCA Member may resign from the DPCA by written notice to the International Chair, and such resignation shall be effective immediately;
- (b) A DPCA Member who (i) ceases to have his or her principal residence abroad or (ii) has missed three (3) consecutive meetings of the DPCA shall be deemed to have resigned from the DPCA, including from any DPCA office under Section 2.2 above; provided, however, that a meeting attended in person by the Chair, Vice Chair, or Voting Representative of the Country Committee, or proxy holder from the same Country Committee, shall for these purposes also be considered as attended by the Chair, Vice Chair, or Voting Representative as the case may be;
- (c) After notice and opportunity for hearing and upon grounds found by the DPCA to constitute good and sufficient cause, it may remove a DPCA Member by a two-thirds (2/3rds) vote. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal hearing is conducted in a fair manner.

Article Three: Meetings

Section 3.1 (Calling of Meetings, including Electronic Meetings)

Meetings of the DPCA may be called by the International Chair, or by at least one-fourth (1/4th) of its members, or by a simple majority of the Executive Committee. In any event, a meeting shall be called in the first half of each year to approve the accounts of the previous year and take any such other action as may be appropriate and, in odd-numbered years, to elect officers. If, for whatever reason, the International Chair or International Vice Chair fails to call a meeting when required to do so, then the International Secretary shall call such meeting within thirty (30) days of the date required.

Section 3.2 (Date and Place)

Upon proposal of the International Chair at a duly constituted DPCA meeting, and after having invited all Country Committees to submit non-binding bids, the date, time, and place of the annual DPCA meeting required under the previous Section

shall be determined by majority vote of the Country Committees, DPCA Officers, and DNC Members present or represented at the meeting or participating by electronic vote (see Section 3.7). The Executive Committee may vote to change the date, time, or place for reasons it deems important.

Section 3.3 (Notice and Agenda)

- (a) Notice of each meeting, containing the place and time of the meeting and the agenda, shall be sent or given by the International Chair to each DPCA Member not less than forty-five (45) days before the date of the meeting. Any DPCA Member may request the International Chair in writing, not less than thirty (30) days before the meeting, to place additional items on the agenda, and shall simultaneously furnish the text of any resolutions proposed for adoption. The International Chair shall circulate such additional items and proposed resolutions, as well as other resolutions, to DPCA members not less than fifteen (15) days before the meeting. Items may be added to the agenda at the meeting by majority vote of DPCA members present or represented. To the extent not otherwise provided for herein, procedural questions shall be settled in accordance with the current edition of Robert's Rules of Order.
- (b) The International Chair may name a Resolutions Committee for the meeting to review any resolutions presented to the Chair as additional items for the agenda. The duty of the Resolutions Committee shall be to refine the language of proposed resolutions and obtain approval of the refined language from the person(s)/committee(s) submitting the proposed resolutions and to advise and make recommendations to the DPCA concerning the substance of the resolutions.

Section 3.4 (Quorum)

A quorum for a meeting shall require the presence in person or on-line of:

- (a) the International Chair or Vice Chair of the DPCA; and
- (b) 40% of DPCA Members.

Notwithstanding the foregoing, in the case of annual meetings under Section 3.1, a quorum shall require the physical presence or presence by proxy to a DPCA Member physically present of at least 20% of DPCA members as well as the physical presence of either the International Chair or Vice Chair. In addition, for quorum purposes, the individuals referred to in paragraph (b) must include DPCA Members resident in at least four (4) different countries and two (2) Regions.

Section 3.5 (Attendance)

The International Chair shall encourage DPCA Members and members of Democrats Abroad who are unable to be present in person at meetings to participate by telephonic or electronic attendance, whenever technically and economically feasible. The International Chair will inform DPCA Members of the telephone number to call and seek to arrange means of communication by which all persons participating in the meeting are able to hear one another at the same time. Notwithstanding the foregoing, neither the International Chair nor the DPCA shall be obligated to pay for the telecommunications charges involved in participation by a DPCA Member or member of Democrats Abroad; all such line charges shall be for the account of the member choosing to participate by telephone. Participation by such telephone or electronic attendance shall constitute presence at a meeting for all purposes of this Charter, with the exception of establishment of a quorum or whenever presence in person is specifically required.

Section 3.6 (Voting) (pre-2019 DPCA Global Meeting)

- (a) Votes shall be allocated to Country Committees annually, in accordance with the certification required under Section 5.4(f), calculated as follows:
 - (i) Multiply the number of Country Committees by 4 to obtain the "Initial Product;"
 - (ii) 25% of the Initial Product shall be allocated among the Country Committees on the basis of one (1) vote each;
 - (iii) 75% of the Initial Product shall be allocated among the Country Committees proportionally by multiplying with respect to each Country Committee, the Initial Product by the Country Committee's percentage of the total membership of Democrats Abroad. Fractions greater than or equal to 0.455 shall be rounded to the next highest whole number. Fractions less than 0.455 shall be rounded to the next lowest whole number.

A hypothetical example of the calculations is attached hereto as Schedule A, which is an integral part of this Charter.

- (b) One (1) vote shall also be allocated to each elected DPCA Officer and DNC Member representing Democrats Abroad.

- (c) Each Country Committee in compliance with Section 5.4 and represented at the meeting in person, by proxy, or in accordance with Section 3.7 shall have the right to vote.
- (d) All decisions shall be taken by simple majority vote except where a two-thirds (2/3rds) vote is required (Sections 2.4(c), 4.2, 5.3, 6.1 and 10.1) or where the right to vote is not accorded to all DPCA Members (Sections 4.2 and 7.2). The simple majority must include votes from at least one-third (1/3rd) of all Country Committees.
- (e) No DPCA Member or valid proxy holder may cast in excess of 4 votes (including proxies) of the total number of votes determined under Section 3.6 (a) and (b). Subject to the foregoing and to Subsection (f) below pertaining to Representatives, the votes of a Country Committee shall be cast by the Chair or, in the absence of the Chair, by the Vice Chair and Voting Representative(s) if any. If both the Chair and Vice Chair of a Country Committee with no Voting Representatives are present in person at a meeting, each shall have one-half of such votes.

If in any vote to be decided on the basis of Country Committees, there is a division among its DPCA Members (including Voting Representatives), the fractions resulting from such divisions shall be counted as fractions in the vote of the DPCA. This rule shall not apply for the selection of delegates to the National Convention or the election of DNC Members.

- (f) Each Country Committee shall have the option to elect Non-voting Representatives, and shall be required to elect at least the minimum number of Voting Representatives necessary to enable it to cast all its votes. Such election(s) shall be held at the same time as the election of a Country Committee's Chair and Vice Chair. If a Country Committee has more than one (1) Voting Representative, gender balance shall apply. The term of a Voting Representative shall be the same as for Officers of the Country Committee. All Voting Representatives shall be entitled to attend all Democrats Abroad meetings during the same two (2)-year term as for the Country Committee Chair and Vice Chair offices. If a Country Committee is entitled to less than five (5) votes, the Non-voting DPCA Representative, if any, shall have the right to speak at DPCA meetings but not to vote, except under Section 3.7 below. If a Country Committee is entitled to five (5) or more votes, the distribution of votes among the Chair, Vice Chair, and Voting Representative(s) (if any) shall be determined by the Country Committee at the time of election, failing which by the Country Committee Chair; provided, however, that a Voting Representative shall have no less than one (1) vote nor more votes than the Country Committee Chair or Vice Chair.

Section 3.6 (Representation and Voting) (post-2019 DPCA Global Meeting)

- (a) Representation and votes shall be allocated to Country Committees biennially in odd-numbered years, in accordance with such year's certification required under Section 5.4(f), calculated as follows:
 - (i) Multiply the number of Country Committees by 4 to obtain the "Initial Product;"
 - (ii) 25% of the Initial Product shall be allocated among the Country Committees on the basis of one (1) vote each;
 - (iii) 75% of the Initial Product shall be allocated among the Country Committees proportionally by multiplying with respect to each Country Committee, the Initial Product by the Country Committee's percentage of the total membership of Democrats Abroad. Fractions greater than or equal to 0.455 shall be rounded to the next highest whole number. Fractions less than 0.455 shall be rounded to the next lowest whole number

A hypothetical example of the calculations is attached hereto as Schedule A, which is an integral part of this Charter.

- (b) One (1) vote shall also be allocated to each elected DPCA Officer and DNC Member representing Democrats Abroad.
- (c) Each member of the Country Committee Voting Delegation (as defined below) of each Country Committee in compliance with Section 5.4 and represented at the meeting by attending in person, by proxy, or in accordance with Section 3.7 shall have the right to vote.
- (d) All decisions shall be taken by simple majority vote except where a two-thirds (2/3rds) vote is required (Sections 2.4(c), 4.2, 5.3, 6.1 and 10.1) or where the right to vote is not accorded to all DPCA Members (Sections 4.2 and 7.2). The simple majority must include votes from at least one-third (1/3rd) of all Country Committees.
- (e) No DPCA member or valid proxy holder may cast in excess of 4 votes (including proxies) of the total number of votes determined under Section 3.6 (a) and (b). Subject to the foregoing and to Subsection (f) below pertaining to Representatives, the votes of a Country Committee shall be cast by the Chair or, in the absence of the Chair, by the Vice Chair and Voting Representative(s) if any. If both the Chair and Vice Chair of a Country Committee with no Voting Representatives are present in person at a meeting, each shall have one-half of such votes.

If in any vote to be decided on the basis of Country Committees, there is a division among its DPCA Members (including Voting Representatives), the fractions resulting from such divisions shall be counted as fractions in the vote of the DPCA. This rule shall not apply for the selection of delegates to the National Convention or the election of DNC Members.

- (f) Each Country Committee shall be required to elect at least the minimum number of Voting Representatives necessary to enable it to cast all of its votes. Election(s) shall be held at the same time as the election of the Country Committee's Chair and Vice Chair. If a Country Committee has more than one (1) Voting Representative, gender balance shall apply to that Country Committee's delegation of Voting Representatives. The term of each Voting Representative shall be the same as for Officers of the Country Committee. All Voting Representatives shall be entitled to attend all Democrats Abroad Meetings during the same two (2)-year term as for the Country Committee Chair and Vice Chair offices.
- (g) A "Country Committee Voting Delegation" consists of those persons who have been selected to represent the members of a Country Committee within the DPCA and who hold the right to vote in the DPCA, and these persons are the Country Committee's Chair, Principal Vice Chair, and Voting Representative(s).
- (h) With effect from the time of each Country Committee's 2019 leadership election, or March 31, 2019, whichever occurs first, and continuing thereafter:
 - (i) the total number of positions in the Country Committee Voting Delegation shall be equal to the number of votes allocated to that Country Committee pursuant to this Section (with the sole exception of a Country Committee allocated one vote, in which case the size of the delegations shall be two persons being the Chair and Vice Chair);
 - (ii) each member of the Country Committee Voting Delegation shall be allocated one (1) such vote (with the sole exception of a Country Committee that is allocated one vote, in which case this one vote is allocated as one half-vote each to the two members of the delegation); and
 - (iii) each vote allocated to a member of the Country Committee Voting Delegation may be cast only by that person or that person's valid proxy holder.

Section 3.7 (Capacity to Vote and Proxies)

- (a) No DPCA Member may vote in more than one capacity (e.g., DPCA Officer, DNC Member, Country Committee Chair, or Voting Representative) in any vote taken under this Charter; proxy holders may exercise their proxies without violating this subsection.
- (b) Any eligible voter may cast a vote by written proxy on any specified item on the agenda of the meeting. A remote vote may also be cast by electronic means, which term shall mean wherever used in this Charter (i) a personally verifiable method that can be reduced to written form or (ii) a voice communication received by a DPCA Officer.
- (c) Voting by proxy shall be permitted, subject to the limitations set out in this Charter. Proxies shall be in writing; shall name the person to whom the proxy is given; may be either general or limited to specific issues; may be either instructed or uninstructed. Proxies given as described below shall be notified to and received by the International Secretary at least three (3) days before the relevant meeting.
- (d) The vote of a DPCA Member may not be divided among multiple proxy holders. Proxies shall be given for the full vote of a DPCA member. If a proxy holder cannot accept a full proxy due to the limitations imposed by Section 3.6(e) or Section 3.7(g), the International Secretary may assign a proxy of partial voting weight.
- (e) General proxies may be given by:
 - (i) A Country Committee Chair, Vice Chair, or Voting Representative to: a member of Democrats Abroad within the same Country Committee or a DPCA member of the same Region;
 - (ii) DNC Member (elected by Region) to: a DPCA Member of the same Region;
 - (iii) DNC Member (elected at large) to: any DPCA Member;
 - (iv) DPCA Officer to another DPCA Member.
- (f) A proxy vote may be cast by a member of Democrats Abroad within a Country Committee only if any member of Democrats Abroad within such Country Committee has attended one (1) of the three (3) DPCA meetings held immediately preceding the DPCA meeting at which such proxy vote is to be cast.
- (g) No person may hold more than four (4) proxies.

- (h) A proxy may be revoked in writing at any time prior to the call to order of a meeting.
- (i) If during the course of a meeting of the DPCA, a person duly recorded during the roll call as present must leave the meeting, temporarily or permanently, such person may give another participating DPCA Member a written proxy for the meeting valid for the duration of the absence or for the duration of the meeting concerned.
- (j) A DPCA Member holding two (2) positions may not issue a proxy with respect to more than one (1) such position if such member is absent from a meeting; if such member attends a meeting such member may issue no proxies.
- (k) Any rules on the treatment of proxies included in Democrats Abroad's Delegate Selection Plan will override the provisions in this Section for the purpose of that Plan.

Section 3.8 (Taking DPCA Vote Without Meeting)

The International Chair may take a vote of the DPCA, if immediate action is deemed important or convenient by the Executive Committee, by letter, telephone, or electronic vote.

For purposes of this Section: (i) DPCA Members shall be considered as present for majority requirements; and (ii) each Country Committee, DPCA Officer, and DNC Member shall have one (1) vote.

The outcome shall be communicated to all DPCA Members as soon as is practical.

Section 3.9 (Written Consents)

In addition to the provisions of Section 3.8, the DPCA may take any action under this Charter without a meeting if 90% of all DPCA Members consent in writing to such action; provided, however, that no action to amend Section 11.1 may be taken under this Section 3.9. Such written consents shall be filed with the minutes of the DPCA proceedings and shall have the same force and effect as a vote taken by DPCA Members physically present. For the purposes hereof, writing shall include faxes and electronic communications that can be reduced to paper.

Article Four: Officers

Section 4.1 (Officers)

The elected officers of the DPCA shall consist of:

- (a) the International Chair, International Vice Chair, International Treasurer, International Secretary, and International Counsel, no more than two (2) of whom shall be from the same Country Committee at the time of the election. Such offices shall be held by individuals from at least two (2) different Regions; and
- (b) the Three (3) Regional Vice Chairs.

However, if there is no other candidate for any position, a candidate who would otherwise be ineligible under the previous sentences of this Section 4.1 may be elected.

The Executive Committee shall be comprised of these eight (8) elected Officers of the DPCA.

Section 4.2 (Election)

- (a) The Officers other than the Regional Vice Chairs shall be elected at the first meeting of the DPCA held in odd-numbered years, to serve for a term of two (2) years or until their successors have been elected. Election shall be by majority of the votes cast by the DPCA, subject to the provisions of Article 3.
- (b) The Regional Vice Chairs shall be elected and replaced pursuant to Section 6.2.
- (c) No officer, including Regional Vice Chairs, may serve in the same office for more than two (2) consecutive full terms. In the event that there is no candidate for a DPCA Executive Committee office, an Officer who has served two (2) consecutive terms in that office may be elected to a third term of that office by a two-thirds (2/3rds) majority vote pursuant to Section 4.1.

Section 4.3 (Nominations)

- (a) Prior to the election meeting, the International Chair shall appoint, after consultation with the Executive Committee, five (5) members of Democrats Abroad as a Nominations and Elections Committee (NEC), at least three (3) of whom shall not be DPCA Members. Members of the NEC shall not be candidates for office nor be elected to office.
- (b) It shall be the duty of the NEC to call for nominations for officers and to determine which individuals whose names are submitted for nomination are qualified to fill DPCA offices. To be qualified for DPCA office, an individual shall have been a member of Democrats Abroad for more than six (6) months

prior to the close of nominations for the DPCA election. If the qualifications of an individual are unclear or challenged, the NEC may deem an individual genuinely residing outside the United States and its territories to meet membership qualification by a majority vote of the committee.

- (c) The names of the qualified individuals placed in nomination with the NEC shall be forwarded in writing to the International Chair and other DPCA Members by the NEC, after their qualifications have been determined, at least forty-five (45) days in advance of the scheduled election meeting of the DPCA. Nominations of qualified candidates for office may be made from the floor at the election meeting. The elections shall be conducted by the NEC.

Section 4.4 (Leadership Diversity)

The International Chair and International Vice Chair shall be from different Country Committees and shall be of different sex, as declared by each candidate in advance of the election. For the purposes of this section and Section 5.2(d)(iv), 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.

Section 4.5 (Replacement)

In the event of a vacancy of an office established under Section 4.1(i), including the resignation or removal of such officer in accordance with Section 2.4, the Executive Committee of the DPCA shall proceed immediately with the nomination of a replacement, subject to confirmation at the next meeting of the DPCA. If the replacement fails to be confirmed, nominations shall be taken from the floor, and an immediate election shall be conducted with votes cast by those in attendance. The person elected shall serve out the balance of the term. For the purposes of Section 4.2(c), a person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.

Section 4.6 (Responsibilities of the International Chair)

The International Chair shall be responsible for the carrying out of the programs and policies of the Democratic Party and Democrats Abroad. The International Chair shall preside at all meetings of the DPCA, establishing meeting agendas, and implementing decisions taken during DPCA meetings. Following consultation with the Executive Committee, the International Chair may appoint deputies or assistant officers (such appointments shall be promptly notified to the DPCA) and conduct the day-to-day business of Democrats Abroad. The International Chair

shall be the chief spokesperson for the organization. The International Chair may, after consultation with the Executive Committee, create or terminate committees, task forces, caucuses and councils, determine their composition and purpose and appoint their chairs or co-chairs. The International Chair shall *ex officio* be a non-voting member of all committees, task forces, caucuses and councils.

Section 4.7 (Responsibilities of the International Vice Chair)

The International Vice Chair shall replace the International Chair whenever the latter is absent or is incapacitated, and shall have such other duties as may be prescribed by the International Chair.

Section 4.8 (Responsibilities of the International Secretary)

The International Secretary shall keep minutes of DPCA meetings (taking particular note of all Standing Resolutions) and Executive Committee meetings, circulate minutes and records of action to DPCA Members, be responsible for maintaining all the administrative files and records and membership lists and databases of the DPCA and Democrats Abroad, and perform such other duties as may be prescribed by the International Chair.

Section 4.9 (Responsibilities of the International Treasurer)

The International Treasurer shall keep the financial records of the DPCA, establish a budget for approval of the Executive Committee, oversee its bank and other financial accounts, make an annual financial report to the DPCA, and ensure that any necessary reports or filings with the DNC or the governmental authorities of the United States of America and the several States, are timely made.

Section 4.10 (Responsibilities of the International Counsel)

The International Counsel shall be a qualified legal practitioner available for consultation on legal and procedural questions relating to Democrats Abroad and its activities, and the interpretation of and compliance with the Charter and Bylaws of the DNC, the Charter of Democrats Abroad and the bylaws of Country Committees, and serve as Parliamentarian at DPCA meetings. The International Chair may appoint a separate individual to serve as Parliamentarian.

Section 4.11 (Responsibilities of the Executive Committee)

The Executive Committee shall be responsible for the conduct of the affairs of Democrats Abroad in accordance with policies of the DNC and the DPCA. The

Executive Committee shall establish its own rules and, when convened by the International Chair or one third (1/3rd) of its members, may act in a meeting, by telephone or electronic means. The Executive Committee shall adopt a budget for Democrats Abroad prior to the first meeting of the DPCA each year. Except as provided in the following sentence, decisions taken by the Executive Committee shall be by simple majority vote of those members present in person or by instructed proxy given to another member of the Executive Committee or, if such vote is taken in electronic or written form, by simple majority of the entire Executive Committee. By a two-thirds (2/3rds) majority of the entire Executive Committee, the Executive Committee may overrule any decision or action of any Officer.

Section 4.12 (Executive Director)

Following consultation with the Executive Committee, the International Chair may name an Executive Director to perform such duties as the International Chair may prescribe.

Article Five: Country Committees

Section 5.1 (Constituent Units)

The constituent units of Democrats Abroad are, except in exceptional circumstances, the Country Committees, which shall be the organized democratic expression of U.S. citizens overseas and shall further the aims of the Democratic Party of the United States of America and of Democrats Abroad. Except where otherwise deemed more expedient by the DPCA, Country Committees shall represent geographical areas coextensive with national boundaries.

Country Committees shall be responsible for their own internal management, including governance of their Chapters, and compliance with applicable laws, including without limitation the laws and regulations of the United States of America and the several States applicable to political parties and contributions to them (notably to the U.S. Federal Election Commission).

Section 5.2 (Admission)

To be admitted to Democrats Abroad as a Country Committee, a group must make application to the International Chair containing the following information:

- (a) a membership list, certifying that the group is composed of at least fifty (50) U.S. citizens of voting age having their principal residence in that defined geographical area and who adhere to the principles of the Democratic Party of the United States of America;

- (b) a copy of the Bylaws of the applicant committee adopted in conformity with the Charter and Bylaws of the Democratic Party of the United States of America, the DNC, and the Charter of Democrats Abroad and certified by the duly elected Chair and another duly elected officer of the applicant committee;
- (c) copies of publicity providing reasonable notice to U.S. citizens in that defined geographical area of the organization and election meeting(s) of the applicant committee, as well as a list of officers elected and their full contact information;
- (d) a copy of the minutes attested to by the Chair and another elected officer of the applicant committee for the meeting(s) in which officers were elected who (i) at the time of their election and thereafter have their principal residence in that defined geographical area; (ii) have been elected for a term of office not exceeding two (2) years; (iii) are eligible to serve in the same office no more than two (2) consecutive terms; and (iv) include a Chair and Vice Chair (or First Vice Chair) of different sex.

Section 5.3 (DPCA Vote to Admit)

- (a) A two-thirds (2/3rds) affirmative vote of the DPCA at a duly called meeting shall be required to admit an applicant committee. It shall be a prerequisite for admission that, to the extent practicable, one (1) or more of the elected officers of the applicant committee shall have attended in person either one (1) meeting of the DPCA or of a Region prior to the meeting at which admission is voted upon and shall be known to at least one (1) DPCA Officer. Furthermore, it shall be a prerequisite for admission that the relevant Regional Vice Chair submits a statement to the DPCA attesting to the preparedness of the applicant committee to pursue its activities in compliance with the rules and regulations applicable to DPCA Country Committees, and to engage fully with its members, its region, and the DPCA generally. The structure and content of the admission submission will be established by the DPCA Executive Committee for uniformity, processed by the Regional Vice Chair, and when completed communicated to the DPCA Chair and Executive Committee together with submission of the request for admission to full Committee status.
- (b) A Country Committee admitted prior to September 30 of any year shall have two votes until the next membership certification under Section 3.6 (a); those admitted between October 1 and January 31 shall have no vote until the next annual certification.

Section 5.4 (Country Committee Compliance and Filings)

- (a) Each Country Committee shall hold an Annual General Meeting on or before June 30th of each calendar year and shall provide minutes of the Annual General Meeting to the International Secretary and the Regional Vice Chair at such time as determined under paragraph (c) of this section.
- (b) By February 20th of each year, each Country Committee shall furnish to the International Counsel, International Secretary, and Regional Vice Chair a copy of the Country Committee's Bylaws, indicating any amendments made during the year.
- (c) Country Committees shall hold their elections no later than June 30th of odd-numbered years. Within fifteen (15) days of any election held by a Country Committee, the Secretary of such Country Committee shall certify the results of the election to the International Secretary and forward the minutes of the election meeting, with full address and contact information of the office holders so elected.
- (d) Without limitation of the foregoing, Country Committees shall at all times be in keeping with Sections 5.2 and 5.4; provided, however, that by a 4/5 majority vote of the Executive Committee of the DPCA or, by a majority vote of the DPCA at a regular meeting, upon written application, and for good reason, a dispensation from Section 5.2 (d) may be granted for a period not to exceed 2 years.
- (e) The Executive Committee shall establish from time to time the methods and procedures to be used by the Country Committees to verify and certify membership in Democrats Abroad for all purposes under this Charter, with the maximum accuracy reasonably possible for an association such as Democrats Abroad, provided that the methods and procedures require verification at least every four (4) years.
- (f) By February 20th of each year, the Secretary or Chair of each Country Committee shall certify to the International Secretary of the DPCA that, as of January 31st, the membership database containing the names and such other information as the DPCA Executive Committee shall require is current and correct for certification of the number of members of Democrats Abroad, and such certification must be attested to by the Secretary or Chair of such Country Committee. The database referred to in the previous sentence shall be in the format from time-to-time prescribed by the Executive Committee.
- (g) Each Country Committee shall provide within the required time such documents or information concerning the activities of the Country

Committee as may be reasonably required by the International Chair or the Executive Committee.

Section 5.5 (Committees In Formation)

A country organization meeting all the requirements of Section 5.2 and having less than fifty (50) members of Democrats Abroad may, upon application to the International Chair of Democrats Abroad, be admitted as a Committee In Formation and thereafter may participate in activities of Democrats Abroad without the right to vote.

Section 5.6 (Chapters)

Any Country Committee may permit Chapters to be formed within local geographic areas, including by amendment of the Country Committee by-laws recognizing such Chapter(s). Chapters shall be recognized only for internal purposes of the Country Committee upon terms to be specified by the Country Committee. Recognized Chapters shall operate in compliance with the bylaws of the Country Committee (as may be modified in the judgment of the Country Committee from time to time), as well as the Charter and rules of Democrats Abroad.

The Chapter shall hold a meeting to elect a Chair and other officers defined in its Country Committee bylaws. The meeting shall be called upon reasonable notice and conducted in accordance with the bylaws of the Country Committee and this Charter, respectively. The minutes of the meeting and contact details of individuals so elected shall be promptly provided to the Chair of the Country Committee.

All financial matters concerning Chapters shall be under the review and supervision of the Chair and Treasurer of the Country Committee who shall take into consideration the budget, sources, and proposed uses of funds relating to any Chapter. In any event, Country Committees shall be ultimately responsible for ensuring compliance by their Chapters with all applicable laws in accordance with Section 5.1.

Any dispute between a Chapter and its Country Committee may be brought before the DPCA Executive Committee for determination.

Section 5.7 (Members-at-Large)

Individuals residing in territories not having a recognized Democrats Abroad Country Committee may become members-at-large of Democrats Abroad and shall enjoy all rights and privileges of individual members of Democrats Abroad as they

shall be determined from time to time by the DPCA.

Section 5.8 (Suspension of a Country Committee Officer)

- (a) A Country Committee Chair, Vice Chair may be suspended from office by a 7/8ths vote of the DPCA Executive Committee or by a two thirds (2/3rds) vote of the DPCA, which suspension shall be promptly communicated in writing to the individual concerned and to the Executive Committee of the affected Country Committee, if the Country Committee Officer engages in unacceptable conduct that seriously harms the interests of the Democratic Party of the United States of America, the DNC, Democrats Abroad, or its own Country Committee. Unacceptable conduct may include, but is not limited to, violations of the DPCA Code of Conduct. The Country Committee Officer and the Executive Committee of such Country Committee shall be notified in writing of the initiation and nature of the charges and the DPCA Executive Committee will provide ample information to enable a defense to be prepared. A Country Committee Officer suspended under this paragraph (a) may request a prompt hearing to be held within thirty (30) days and the DPCA Executive Committee shall make such arrangements as it deems best suited to protect all interests, in the context of a global party, including supervising a new election. The hearing may, without limitation, be held by telephone conference call or video conference. The DPCA Executive Committee shall adopt such rules of procedure for hearings in connection with the proposed suspension of a Country Committee Officer as it deems necessary to ensure that the hearing is conducted in a fair manner and the decision, with an ample explanation of the reasoning involved, shall be communicated in writing;
- (b) If in the judgment of the International Chair a Country Committee Officer is guilty of serious and highly unacceptable conduct that, if continued, would irreparably damage any of the aforesaid interests, the Chair may immediately issue a temporary order of suspension, indicating the grounds for such action, and shall simultaneously inform the DPCA Executive Committee of such action and the reasons therefore. Within seven (7) days the DPCA Executive Committee shall either schedule a hearing under the foregoing subparagraph or shall terminate the temporary order.

Section 5.9 (Suspension of Country Committee or Country In Formation)

- (a) A Country Committee or Committee In Formation may be suspended from full membership by a seven-eighths (7/8ths) vote of the DPCA Executive Committee or by a two-thirds (2/3rds) vote of the DPCA, which

suspension shall be promptly communicated in writing to the Chair and Vice Chair of the affected Country Committee, if it:

- (i) fails to hold an election of officers within six (6) months following the date prescribed by the Country Committee's Bylaws. Any Country Committee or Committee In Formation suspended under this paragraph may be reinstated to full rights by the DPCA upon filing an application with the International Chair accompanied by a copy of the minutes of a valid election meeting certified as true by the Country Committee's Chairperson and Secretary; or
 - (ii) engages in unacceptable conduct that seriously harms the interests of the Democratic Party of the United States of America, the DNC, Democrats Abroad, or its own Country Committee. Unacceptable conduct may include, but is not limited to, violations of the DPCA Code of Conduct. The Chair and Vice Chair of such Country Committee shall be notified in writing of the initiation and nature of the charges and the DPCA Executive Committee will provide ample information to enable a defense to be prepared. A Country Committee or a Committee in Formation suspended under this paragraph (b) may request a prompt hearing to be held within thirty (30) days and the DPCA Executive Committee shall make such arrangements as it deems best suited to protect all interests, in the context of a global party, including supervising new elections. The hearing may, without limitation, be held by telephone conference call or video conference. The DPCA Executive Committee shall adopt such rules of procedure for hearings in connection with the proposed suspension of a Country Committee as it deems necessary to ensure that the hearing be conducted in a fair manner and the decision, with an ample explanation of the reasoning involved, shall be communicated in writing.
- (b) If in the judgment of the International Chair a Country Committee or Committee In Formation is guilty of serious and highly unacceptable conduct that, if continued, would irreparably damage any of the aforesaid interests, the Chair may immediately issue a temporary order of suspension, indicating the grounds for such action, and shall simultaneously inform the DPCA Executive Committee of such action and the reasons therefore. Within seven (7) days, the DPCA Executive Committee shall either schedule a hearing under the foregoing subparagraph or shall terminate the temporary order.
- (c) Country Committees may be suspended upon unanimous vote of the DPCA Executive Committee if the Country Committee's certified membership in Democrats Abroad falls significantly due to actions or failure to act objectively attributable to the Country Committee.

Section 5.10 (Removal of Out of Compliance Country Committees)

- (a) If a Country Committee (i) fails to fully comply with the requirements of Section 5.4 for four (4) consecutive years or (ii) is suspended pursuant to Section 5.9 and fails to take the steps necessary to have such suspension overturned during the four (4) years after being suspended, then such Country Committee shall automatically be removed from the DPCA without any additional notice or action being required on the part of the DPCA unless the DPCA Executive Committee votes by a seven-eighths (7/8ths) vote to delay removal for a period of one (1) year. If the DPCA Executive Committee votes to delay removal and the Country Committee fails to fully comply with the requirements of Section 5.4 or to take the steps necessary to have their suspension overturned within the 12 (twelve) months following the vote, then on the first anniversary of the vote to delay, the Country Committee shall automatically be removed from the DPCA without any additional notice or action being required on the part of the DPCA. Members of a removed Country Committee become members-at-large of Democrats Abroad.

Article Six: Regions

Section (6.1 The Regions)

Groupings of Country Committees shall be divided into the following geographical Regions: (i) Europe-Middle East-Africa; (ii) Asia-Pacific; and (iii) the Americas. The composition of Regions may be altered by a standing resolution adopted at any meeting of the DPCA by a two-thirds (2/3rds) majority of those Country Committees present in person or by proxy.

Section 6.2 (Regional Vice Chair)

- (a) Each Region shall elect a Regional Vice Chair at a meeting of the Region held in odd-numbered years. Election shall be by simple majority of the votes cast by the Chairs (or Vice Chairs) of the Country Committees in the Region in attendance. Each Country Committee will be allocated one (1) vote in electing the Regional Vice Chair, to be cast by the Chair or the Vice Chair. If both the Chair and the Vice-Chair are in attendance, then the single Country Committee vote will be divided into two (2) one-half (1/2) votes. Voting shall be in person or electronically. The term of office of a Regional Vice Chair shall be for a two (2)-year period or until the election of a successor at the next Regional meeting during an odd-numbered year, provided that the election shall take place prior

to the conclusion of the Global Meeting in odd-numbered years.

- (b) In the event of a vacancy of the office of Regional Vice Chair, including the resignation or removal of a Regional Vice Chair in accordance with Section 2.4, the Executive Committee of the DPCA shall proceed immediately with the nomination of a replacement. A meeting to confirm a Regional Vice Chair shall be held within ninety (90) days of the nomination of the replacement by the Executive Committee of the DPCA, provided that 30 days' notice, including the date, time, location, and purpose of the meeting, is sent to all regional electors. The meeting may be held solely by, or in conjunction with, electronic participation, provided that, at a minimum, the technology used to conduct the meeting enables simultaneous aural communication (i.e., audio conference). The confirmation vote shall follow the same election procedures as set forth in Section 6.2(a). If the replacement fails to be confirmed, a DPCA officer shall server as Chair *pro-tem* of the meeting, take nominations from the floor, and conduct an immediate election with votes cast by those in attendance. The person elected shall serve out the balance of the term. For the purposes of Section 4.2(c), a person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.
- (c) Regional Vice Chairs must be members of Democrats Abroad and must have their principal residence in the Region for which they are elected.

Section 6.3 (Duties of Regional Vice Chairs)

The Regional Vice Chairs shall, under the direction of the International Chair, promote cooperation among the Country Committees in the respective Regions and implement any Regional programs or plans adopted by the Regional Committees, provided such programs or plans have been approved by the International Chair in consultation with the Executive Committee.

Section 6.4 (Regional Meetings and Communication)

Members of Democrats Abroad residing in a Region may meet by appropriate means of communication to consider matters relating to that Region. The Regional Vice Chair shall preside over such Regional meetings. In the absence of the Regional Vice Chair, the members of Democrats Abroad in attendance at the meeting shall elect a Presiding Officer *pro-tem*. The rules applicable to such meetings shall be the same as those applicable to DPCA meetings.

To the extent feasible, Regional meetings shall be held in those countries that so request. A prompt report of each meeting shall be made to the DPCA by the Secretary *pro-tem* of the meeting.

Article Seven: Democratic National Committee

Section 7.1 (DNC Members)

The Members of the Democratic National Committee representing Democrats Abroad shall be:

- (a) The International Chair and International Vice Chair of the DPCA, *ex officio*;
- (b) Six (6) additional DNC Members to be elected as provided in Section 7.2 (or such lesser or greater number of additional members determined by the DNC), no more than one (1) of whom shall be resident in the same country.

Section 7.2 (Election of DNC Members)

Each of the six (6) elected DNC Members shall be eligible to serve in such position for no more than two (2) consecutive full terms and shall be elected for a term of four (4) years at a meeting of the DPCA to be held during the year of the National Convention, to be chosen as follows:

- (a) At Regional Conventions held pursuant to a duly authorized and accepted Delegate Selection Plan, the delegates to each Regional Convention elected under the Plan shall elect one (1) DNC Member from that Region by majority vote of delegates physically present;
- (b) The remaining DNC Members to represent Democrats Abroad shall be elected by majority vote of the Democrats Abroad Convention (excluding the incumbent elected DNC Members);

The International Chair and International Vice Chair of the DPCA may not cumulate membership as *ex officio* members and as elected DNC Members. Elected DNC Members need not be DPCA Members. All Democrats Abroad DNC Members must have their principal residence abroad and their number shall be equally divided between men and women.

Section 7.3 (Vacancy)

Any vacancy occurring among the elected DNC Members shall be filled by the Executive Committee of the DPCA, subject to confirmation at the next meeting of the DPCA for the At-Large elected DNC Members, and at a Regional meeting for the Regionally elected DNC Members. At such meeting, nominations shall be taken from the floor, and a replacement DNC Member shall be elected for the unexpired

remainder of the term, by a majority vote of the DPCA, excluding the remaining elected DNC Members. A person elected to serve out the balance of a term for a period of less than 730 days shall not be deemed to have served a full term.

Article Eight: National Convention

Section 8.1 (Delegate Selection)

Delegates to the National Convention of the Democratic Party or Democratic Party Conferences shall be elected by the members of Democrats Abroad pursuant to procedures to be established by the DPCA in accordance with the Delegate Selection Rules and Regulations of the Democratic Party of the United States of America and such other rules, regulations, and procedures adopted by the DNC.

Article Nine: Finances

Section 9.1 (Contributions by Country Committees)

Each Country Committee shall make its best efforts to assist the DPCA in meeting the expenses of Democrats Abroad, in accordance with general policies to be determined from time to time by the DPCA by means of standing resolutions. Each Officer and DNC Member shall make her or his best efforts to assure that Democrats Abroad is adequately funded. Nothing herein contained shall be deemed as an obligation to contribute personally to the financial resources of Democrats Abroad.

Article Ten: Parliamentary Authority

Section 10.1 (Parliamentary Authority)

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with this Charter and any special rules of order that the DPCA may adopt.

Article Eleven: Amendments

Section 11.1 (Amendments)

This Charter may be amended by the affirmative vote of two-thirds (2/3rds) of the votes cast under the procedure provided for in Sections 3.6 and 3.7, at a regularly constituted meeting of the DPCA. Such qualified majority must include votes from at least one-third (1/3rd) of all Country Committees.

Notwithstanding any other provision in this Charter, casting votes to amend the Charter by letter or electronic means shall not be permitted unless there has been discussion of the amendment at the immediately preceding meeting.

The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted upon.

[Adopted January 24, 1976]
[Amended November 26, 1977]
[February 4, 1978]
[October 21, 1978]
[October 20, 1979]
[June 7, 1980]
[October 11, 1980]
[November 7, 1981]
[November 15, 1986]
[November 4, 1989, Landstuhl, Germany]
[May 1, 1991]
[February 8, 1992]
[February 26, 1994, Jerusalem, Israel]
[June 17, 1994]

[March 24, 2002, San Jose, Costa Rica]
[March 20, 2005, Toronto, Canada]
[September 21, 2005 by electronic vote]
[October 22, 2005, Barcelona, Spain]
[March 4, 2006, Washington, DC]
[March 17, 2007, Heidelberg, Germany]
[March 19, 2011, Seoul, Republic of Korea]
[September 19, 2011 by electronic vote]
[May 1, 2015, Punta Cana, Dominican Republic]
[May 12, 2016, Berlin, Germany]
[May 17, 2017, Washington, DC]
[July 29, 2017, by electronic vote]
[May 27, 2018, Tokyo, Japan]
[April 25, 2019, Charter Reconciliation Comm. Audit]

SCHEDULE:

**THE METHOD OF CALCULATING VOTES FOR EACH
COUNTRY COMMITTEE ("CC") UNDER SECTION 3.6**

Country Committee	Number of Members	Step 1: % of total CC Members	Step 2: Base Vote	Step 3: Provisional Allocation (Step 1 x150)	Step 4: Section 3.6(a)(iii) Provisional Votes	Step 5: Total Votes per CC	Step 6: Number of Voting Representa tives
1	69	0.07%	1	0.104	0	1	0
2	112	0.11%	1	0.168	0	1	0
3	128	0.13%	1	0.192	0	1	0
4	185	0.19%	1	0.278	0	1	0
5	234	0.23%	1	0.351	0	1	0
6	246	0.25%	1	0.369	0	1	0
7	254	0.25%	1	0.381	0	1	0
8	258	0.26%	1	0.387	0	1	0
9	258	0.26%	1	0.387	0	1	0
10	300	0.30%	1	0.45	0	1	0
11	331	0.33%	1	0.497	1	2	0

12	350	0.35%	1	0.525	1	2	0
13	377	0.38%	1	0.566	1	2	0
14	382	0.38%	1	0.573	1	2	0
15	395	0.40%	1	0.593	1	2	0
16	469	0.47%	1	0.704	1	2	0
17	500	0.50%	1	0.75	1	2	0
18	552	0.55%	1	0.828	1	2	0
19	550	0.55%	1	0.825	1	2	0
20	558	0.56%	1	0.837	1	2	0
21	577	0.58%	1	0.866	1	2	0
22	579	0.58%	1	0.869	1	2	0
23	596	0.60%	1	0.894	1	2	0
24	609	0.61%	1	0.914	1	2	0
25	677	0.68%	1	1.016	1	2	0
26	734	0.73%	1	1.101	1	2	0
27	743	0.74%	1	1.115	1	2	0
28	921	0.92%	1	1.382	1	2	0

29	1 000	1.00%	1	1.5	2	3	0 - 1
30	1 080	1.08%	1	1.62	2	3	0 - 1
31	1 354	1.35%	1	2.031	2	3	0 - 1
32	1 471	1.47%	1	2.207	2	3	0 - 1
33	1 500	1.50%	1	2.25	2	3	0 - 1
34	1 543	1.54%	1	2.315	2	3	0 - 1
35	1 580	1.58%	1	2.37	2	3	0 - 1
36	1 768	1.77%	1	2.652	3	4	0 - 2
37	2 000	2.00%	1	3	3	4	0 - 2
38	2 300	2.30%	1	3.45	3	4	0 - 2
39	2 500	2.50%	1	3.75	4	5	0 - 3
40	2 732	2.73%	1	4.098	4	5	0 - 3
41	2 940	2.94%	1	4.41	4	5	0 - 3
42	3 000	3.00%	1	4.5	5	6	0 - 4
43	3 275	3.28%	1	4.913	5	6	0 - 4
44	3 389	3.39%	1	5.084	5	6	0 - 4
45	4 312	4.31%	1	6.468	7	8	0 - 6

46	5 047	5.05%	1	7.571	8	9	1 - 7
47	6 620	6.62%	1	9.93	10	11	1 - 9
48	6 756	6.76%	1	10.134	11	12	1 - 10
49	14 948	14.95%	1	22.422	23	24	4 - 22
50	16 941	16.94%	1	25.412	26	27	5 - 25
TOTALS	100 000		50	150	153	203	12-113

Step-by-Step Vote Calculation Method

Step 1:

Assumption of this example is 50 CCs and 100,000 total members.

Determine the percentage of votes to allocate to each CC. The percentage is based on the CCs membership count compared to the total membership count for all CCs (countries membership count divided by the total membership count for all CCs.)

For example, if the total CC membership count was 100,000 - then the allocated votes for a CC with:

- 300 members: .03% (300/100,000)
- 500 members: .05% (500/100,000)
- 1000 members: .1% (1000/100,000)
- 1500 members: 1.5% (1500/100,000)
- 2000 members: 2% (2000/100,000)
- 2500 members: 2.5% (2500/100,000)
- 3000 members: 3% (3000/100,000)

Step 2:

Multiply the number of CCs by 4 CCs on the basis of one (1) vote each; allocate each CC one (1) Base Vote. In the example, this would be 1 for each 50 CCs for a total of 50 votes.

Step 3:

75% of the Initial Product shall be allocated among the CCs proportionally by multiplying with respect to each CC, the Initial Product by the CC's percentage of the total Democrats Abroad membership. Divide the remaining votes of the Initial Product (being 75% of the Initial Product) among the CCs on a

provisional allocation basis in proportion to each CC's membership. Determine the number of votes based on the country percentages. Multiply the percent votes by the number of 75% of the Initial Product. Divide the remaining votes (being 75% of the Initial Product) among the CCs on a provisional allocation basis in proportion to each CC's membership.

For example, based on the examples above:

300 members: .45 (.03% x 150)
500 members: .75 (.05% x 150)
1000 members: 1.5 (.1% x 150)
1500 members: 2.25 (1.5% x 150)
2000 members: 3 (2%x150)□
2500 members: 3.75 (2.5% x 150)
3000 members: 4.5 (3% x 150)

In the example, this would be 150 votes (3 x 50 CCs).

Step 4:

Calculate the Allocable Votes from Step 3 by rounding; any fractional values equal to or greater than 0.455 up to the nearest whole number:

300 members: .45 (rounding leads to votes = 0)
500 members: .75 (rounding leads to vote = 1)
1000 members: 1.5 (rounding leads to votes = 2)
1500 members: 2.25 (rounding leads to votes = 2)
2000 members: 3 (rounding leads to votes = 3)
2500 members: 3.75 (rounding leads to votes = 4)
3000 members: 4.5 (rounding leads to votes = 5)

Step 5:

Calculate each CC's votes that shall be equal to its Base Vote plus its Allocable Vote(s).

For this example, the Total CC Votes are as follows:

300 members: 1+0=1
500 members: 1+1=2
1000 members: 1+2=3
1500 members: 3+0=3
2000 members: 3+1=4
2500 members: 4+1=5
3000 members: 5+1=6

Step 6:

Establish the number of Voting Representatives required to be elected by each CC in accordance with Sections 3.6(e) and (f). In accordance with Section 3.6(e) and Section 3.6(f), only CCs with greater

than eight (8) votes will be allowed to have Voting Representatives.

In this example, the four largest CCs shall have Voting Representatives. Any excess over 8 votes (Chair & Vice-Chair) shall give right to a Voting Representative for up to FOUR excess votes (the maximum number of votes one person may hold) and additional Voting Representatives on the same basis if the Country Committees has more than four excess votes.

EXHIBIT 4

CRC MARK-UP VERSION

~~~ CRC Team Suggested Highlight Color Coding ~~~

Light Red 1 Highlight with Strikethrough – Errors found in text to be corrected

Light Green 1 Highlight with Underline – Proposed corrected text

Light Purple 1 Highlight – Sections needing attention and comparative review

Light Blue 1 Highlight – Sections reviewed and considered correct.

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DEMOCRATS ABROAD CHARTER

Article One: Name; Purpose

Democrats Abroad is the organization that represents all United States citizens residing outside the ~~U.S. United States~~ who wish to adhere to the principles and further the aims of the Democratic Party of the United States of America. The organization is recognized by the Democratic National Committee ("DNC") as the equivalent of a U.S. State Party.

Democrats Abroad 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.* Democrats Abroad's principal place of business is and will remain the District of Columbia.

For administrative purposes, Democrats Abroad is divided into Country Committees and Regions comprised of the members from within each such country and Region.

Membership in Democrats Abroad is open to all citizens of the United States of voting age (or who will be such before the next Federal election) who have declared themselves to be Democrats. Members of Democrats Abroad may also be members of a local Democratic Country Committee or organizing committee existing in the respective country or defined geographic area in which such member resides or works.

Neither Democrats Abroad nor any of its constituent units may participate in the political activities of any country other than the United States of America.

Article Two: Democratic Party Committee Abroad Section 2.1

(Duties and Responsibilities)

The Democratic Party Committee Abroad (~~also known as~~ "DPCA") is the highest

authority of Democrats Abroad and shall have general responsibility for the coordination and furtherance of the work and purposes of Democrats Abroad, including the Regional Committees and the Country Committees provided for below, and shall perform generally the functions of a State Democratic Party Committee, subject to the provisions of the Charter and Bylaws of the Democratic Party of the United States of America, the resolutions and other actions of the DNC, this Charter, and any Standing Resolutions of the DPCA.

In discharging its operating responsibilities, the DPCA shall:

- (a) act as a forum for the consideration of issues that relate to U.~~nited-S.tates~~ citizens residing abroad;
- (b) supervise activities of the Regions and Country Committees (and any subdivision thereof) in such matters as:
 1. the nomination and election of Delegates to Democratic Party Conferences and Conventions;
 2. the transmission of the views of Democrats Abroad to the DNC and *vice versa*, both on party affairs and policy;
 3. especially in campaign years, the organization of voter registration campaigns and ~~encouragement of~~ Get Out the Vote activities, the handling of joint publicity and advertising, the acquisition and distribution of campaign literature and materials, the coordination of visits, and related matters;
 4. cooperation with U.S. civic organizations and other U.S. political parties on nonpartisan and bipartisan programs;
 5. the initiation of steps to organize new committees in countries or areas with a substantial number of resident U.~~nited-S.tates~~ citizens; and
 6. the day-to-day operations of the Regions.

Section 2.2 (DPCA Membership)

The DPCA shall be composed of:

- (a) the Chair, the Vice Chair (or first Vice Chair if there are several Vice Chairs), and Voting Representatives of each Country Committee that has been admitted by Democrats Abroad;
- (b) ~~the members of the DNC~~ **Members** representing Democrats Abroad; and
- (c) the International Chair, International Vice Chair, International Treasurer, International Secretary, International Counsel, the Regional Vice Chairs and any other elected officers of the DPCA.

Section 2.3 (Election Standards)

- (a) DPCA **M**members shall be elected in accordance with the standards set forth in the Charter and Bylaws of the Democratic Party through

processes that assure full, timely, and equal opportunity to participate. All elections shall be public and all ballots open to inspection.

- (b) The DPCA Executive Committee may adopt such rules for elections as it deems necessary from time to time. Such rules shall also apply to elections conducted by the Regions and the Country Committees.

Section 2.4 (Cessation of Membership)

- (a) A DPCA Member may resign from the DPCA by written notice to the International Chair, and such resignation shall be effective immediately;
- (b) A DPCA Member who (i) ceases to have his or her principal residence abroad or (ii) has missed three (3) consecutive meetings of the DPCA shall be deemed to have resigned from the DPCA, including from any DPCA office under Section 2.2 above; provided, however, that a meeting attended in person by the Chair, Vice Chair, or Voting Representative of the Country Committee, or proxy-holder from the same Country Committee, shall for these purposes also be considered as attended by the Chair, Vice Chair, or Voting Representative as the case may be;
- (c) After notice and opportunity for hearing and upon grounds found by the DPCA to constitute good and sufficient cause, it may remove a DPCA Member by a two-thirds (2/3rds) vote. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal hearing is conducted in a fair manner.

Article Three: Meetings

Section 3.1 (Calling of Meetings, including Electronic Meetings)

Meetings of the DPCA may be called by the International Chair, or by at least one-fourth (1/4th) of its members, or by a simple majority of the Executive Committee. In any event, a meeting shall be called in the first half of each year to approve the accounts of the previous year and take any such other action as may be appropriate and, in odd-numbered years, to elect officers. If, for whatever reason, the International Chair or International Vice Chair fails to call a meeting when required to do so, then the International Secretary shall call such meeting within thirty (30) days of the date required.

Section 3.2 (Date and Place)

Upon proposal of the International Chair at a duly constituted DPCA meeting, and after having invited all Country Committees to submit non-binding bids, the date, time, and place of the annual DPCA meeting required under the previous Section shall be determined by majority vote of the Country Committees, DPCA Officers, and DNC Members present or represented at the meeting or participating by electronic vote (see Section 3.7). The Executive Committee may vote to change the date, time, or place for reasons it deems important.

Section 3.3 (Notice and Agenda)

- (a) Notice of each meeting, containing the place and time of the meeting and the agenda, shall be sent or given by the International Chair to each DPCA Member not less than forty-five (45) days before the date of the meeting. Any DPCA Member may request the International Chair in writing, not less than thirty (30) days before the meeting, to place additional items on the agenda, and shall simultaneously furnish the text of any resolutions proposed for adoption. The International Chair shall circulate such additional items and proposed resolutions, as well as other resolutions, to DPCA members not less than fifteen (15) days before the meeting. Items may be added to the agenda at the meeting by majority vote of DPCA members present or represented. To the extent not otherwise provided for herein, procedural questions shall be settled in accordance with the current edition of Robert's Rules of Order.
- (b) The International Chair may name a Resolutions Committee for the meeting to review any resolutions presented to the Chair as additional items for the agenda. The duty of the Resolutions Committee shall be to refine the language of proposed resolutions and obtain approval of the refined language from the person(s)/committee(s) submitting the proposed resolutions and to advise and make recommendations to the DPCA concerning the substance of the resolutions.

Section 3.4 (Quorum)

A quorum for a meeting shall require the presence in person or on-line of:

- (a) the International Chair or Vice Chair of the DPCA; and
- (b) 40% of DPCA Members.

Notwithstanding the foregoing, in the case of annual meetings under Section 3.1, a quorum shall require the physical presence or presence by proxy to a DPCA Member physically present of at least 20% of DPCA members as well as the physical presence of either the International Chair or Vice Chair. In addition, for quorum purposes, the individuals referred to in paragraph (b) must include DPCA Members resident in at least four (4) different countries and two (2) Regions.

Section 3.5 (Attendance)

The International Chair shall encourage DPCA Members and members of Democrats Abroad who are unable to be present in person at meetings to participate by telephonic or electronic attendance, whenever technically and economically feasible. The International Chair will inform DPCA Members ~~of DPCA members~~ of the telephone number to call and seek to arrange means of communication by which all persons participating in the meeting are able to hear one another at the same time. Notwithstanding the foregoing, neither the International Chair nor the DPCA shall be obligated to pay for the

telecommunications charges involved in participation by a DPCA Member or member of Democrats Abroad; all such line charges shall be for the account of the member choosing to participate by telephone. Participation by such telephone or electronic attendance shall constitute presence at a meeting for all purposes of this Charter, with the exception of establishment of a quorum or whenever presence in person is specifically required.

Section 3.6 (Voting) (pre-2019 DPCA Global Meeting)

- (a) Votes shall be allocated to Country Committees annually, in accordance with the certification required under Section 5.4(e), calculated as follows:
 - (i) Multiply the number of Country Committees by 4 to obtain the "Initial Product;"
 - (ii) 25% of the Initial Product shall be allocated among the Country Committees on the basis of one (1) vote each;
 - (iii) 75% of the Initial Product shall be allocated among the Country Committees proportionally by multiplying with respect to each Country Committee, the Initial Product by the Country Committee's percentage of the total membership of Democrats Abroad. Fractions greater than or equal to 0.455 shall be rounded to the next highest whole number. Fractions less than 0.455 shall be rounded to the next lowest whole number.

A hypothetical example of the calculations is attached hereto as Schedule A, which is an integral part of this Charter.

- (b) One (1) vote shall also be allocated to each elected DPCA Officer and DNC Member representing Democrats Abroad.
- (c) Each Country Committee in compliance with Section 5.4 and represented at the meeting in person, by proxy, or in accordance with Section 3.7 shall have the right to vote.
- (d) All decisions shall be taken by simple majority vote except where a two-thirds (2/3rds) vote is required (Sections 2.4(c), 4.2, 5.3, 6.1 and 10.1) or where the right to vote is not accorded to all DPCA Members (Sections 4.2 and 7.2). The simple majority must include votes from at least one-third (1/3rd) of all Country Committees.
- (e) No DPCA Member or valid proxy holder may cast in excess of 4 votes (including proxies) of the total number of votes determined under Section 3.6 (a) and (b). Subject to the foregoing and to Subsection (f) below pertaining to Representatives, the votes of a Country Committee shall be cast by the Chair or, in the absence of the Chair, by the Vice Chair and Voting Representative(s) if any. If both the Chair and Vice Chair of a Country Committee with no Voting Representatives are present in person at a meeting, each shall have one-half of such votes.

If in any vote to be decided on the basis of Country Committees, there is a

division among its DPCA Members (including Voting Representatives), the fractions resulting from such divisions shall be counted as fractions in the vote of the DPCA. This rule shall not apply for the selection of delegates to the National Convention or the election of DNC Members.

- (f) Each Country Committee shall have the option to elect Non-voting Representatives, and shall be required to elect at least the minimum number of Voting Representatives necessary to enable it to cast all its votes. Such election(s) shall be held at the same time as the election of a Country Committee's Chair and Vice Chair. If a Country Committee has more than one (1) Voting Representative, gender balance shall apply. The term of a Voting Representative shall be the same as for Officers of the Country Committee. All Voting Representatives shall be entitled to attend all Democrats Abroad meetings during the same two (2)-year term as for the Country Committee Chair and Vice Chair offices. If a Country Committee is entitled to less than five (5) votes, the Non-voting DPCA Representative, if any, shall have the right to speak at DPCA meetings but not to vote, except under Section 3.7 below. If a Country Committee is entitled to five (5) or more votes, the distribution of votes among the Chair, Vice Chair, and Voting Representative(s) (if any) shall be determined by the Country Committee at the time of election, failing which by the Country Committee Chair; provided, however, that a Voting Representative shall have no less than one (1) vote nor more votes than the Country Committee Chair or Vice Chair.

Section 3.6 (Representation and Voting) (post-2019 DPCA Global Meeting)

- (a) Representation and votes shall be allocated to Country Committees biennially in odd-numbered years, in accordance with such year's certification required under Section 5.4(f), calculated as follows:
- (i) Multiply the number of Country Committees by 4 to obtain the "Initial Product;"
 - (ii) 25% of the Initial Product shall be allocated among the Country Committees on the basis of one (1) vote each;
 - (iii) 75% of the Initial Product shall be allocated among the Country Committees proportionally by multiplying with respect to each Country Committee, the Initial Product by the Country Committee's percentage of the total membership of Democrats Abroad. Fractions greater than or equal to 0.455 shall be rounded to the next highest whole number. Fractions less than 0.455 shall be rounded to the next lowest whole number
- A hypothetical example of the calculations is attached hereto as Schedule A, which is an integral part of this Charter.
- (b) One (1) vote shall also be allocated to each elected DPCA Officer and DNC Member representing Democrats Abroad.

- (c) ~~Each~~ member of the Country Committee Voting Delegation (as defined below) of each Country Committee in compliance with Section 5.4 and represented at the meeting by attending in person, by proxy, or in accordance with Section 3.7 shall have the right to vote.
- (d) All decisions shall be taken by simple majority vote except where a two-thirds (2/3rds) vote is required (Sections 2.4(c), 4.2, 5.3, 6.1 and 10.1) or where the right to vote is not accorded to all DPCA ~~M~~members (Sections 4.2 and 7.2). The simple majority must include votes from at least one-third (1/3rd) of all Country Committees.
- (e) No DPCA member or valid proxy ~~holder~~ may cast in excess of 4 votes (including proxies) of the total number of votes determined under Section 3.6 (a) and (b). Subject to the foregoing and to Subsection (f) below pertaining to Representatives, the votes of a Country Committee shall be cast by the Chair or, in the absence of the Chair, by the Vice Chair and Voting Representative(s) if any. If both the Chair and Vice Chair of a Country Committee with no Voting Representatives are present in person at a meeting, each shall have one-half of such votes.

If in any vote to be decided on the basis of Country Committees, there is a division among its DPCA ~~M~~members (including Voting Representatives), the fractions resulting from such divisions shall be counted as fractions in the vote of the DPCA. This rule shall not apply for the selection of delegates to the National Convention or the election of DNC ~~M~~members.

- (f) Each Country Committee shall be required to elect at least the minimum number of Voting Representatives necessary to enable it to cast all of its votes. Election(s) shall be held at the same time as the election of the Country Committee's Chair and Vice Chair. If a Country Committee has more than one (1) Voting Representative, gender balance shall apply to that Country Committee's delegation of Voting Representatives. The term of each Voting Representative shall be the same as for Officers of the Country Committee. All Voting Representatives shall be entitled to attend all Democrats Abroad Meetings during the same two (2)-year term as for the Country Committee Chair and Vice Chair offices.
- (g) A "Country Committee Voting Delegation" consists of those persons who have been selected to represent the members of a Country Committee within the DPCA and who hold the right to vote in the DPCA, and these persons are the Country Committee's Chair, Principal Vice Chair, and Voting Representative(s).
- (h) With effect from the time of each Country Committee's 2019 leadership election, or March 31, 2019, whichever occurs first, and continuing thereafter:
 - (i) the total number of positions in the Country Committee Voting Delegation shall be equal to the number of votes allocated to that Country Committee pursuant to this Section (with the sole exception of a Country Committee allocated one vote, in which case the size of

- the delegations shall be two persons being the Chair and Vice Chair);
- (ii) each member of the Country Committee Voting Delegation shall be allocated one (1) such vote (with the sole exception of a Country Committee that is allocated one vote, in which case this one vote is allocated as one half-vote each to the two members of the delegation); and
 - (iii) each vote allocated to a member of the Country Committee Voting Delegation may be cast only by that person or that person's valid proxy holder.;

Section 3.7 (Capacity to Vote and Proxies)

- (a) No DPCA Member may vote in more than one capacity (e.g., DPCA Officer, DNC Member, Country Committee Chair, or Voting Representative) in any vote taken under this Charter; proxy holders may exercise their proxies without violating this subsection.
- (b) Any eligible voter may cast a vote by written proxy on any specified item on the agenda of the meeting. A remote vote may also be cast by electronic means, which term shall mean wherever used in this Charter (i) a personally verifiable method that can be reduced to written form or (ii) a voice communication received by a DPCA Officer.
- (c) Voting by proxy shall be permitted, subject to the limitations set out in this Charter. Proxies shall be in writing; shall name the person to whom the proxy is given; may be either general or limited to specific issues; may be either instructed or uninstructed. Proxies given as described below shall be notified to and received by the International Secretary at least three (3) days before the relevant meeting.
- (d) The vote of a DPCA Member may not be divided among multiple proxy-holders. Proxies shall be given for the full vote of a DPCA member. If a proxy-holder cannot accept a full proxy due to the limitations imposed by Section 3.6(e) or Section 3.7(g), the International Secretary may assign a proxy of partial voting weight.
- (e) General proxies may be given by:
 - (i) A Country Committee Chair, Vice Chair, or Voting Representative to: a member of Democrats Abroad within the same Country Committee or a DPCA member of the same Region;
 - (ii) DNC Member (elected by Region) to: a DPCA Member of the same Region;
 - (iii) DNC Member (elected at large) to: any DPCA Member;
 - (iv) DPCA Officer to another DPCA Member.

- (f) A proxy vote may be cast by a member of Democrats Abroad within a Country Committee only if any member of Democrats Abroad within such Country Committee has attended one (1) of the three (3) DPCA meetings held immediately preceding the DPCA meeting at which such proxy vote is to be cast.
- (g) No person may hold more than four (4) proxies.
- (h) A proxy may be revoked in writing at any time prior to the call to order of a meeting.
- (i) If during the course of a meeting of the DPCA, a person duly recorded during the roll call as present must leave the meeting, temporarily or permanently, such person may give another participating DPCA Member a written proxy for the meeting valid for the duration of the absence or for the duration of the meeting concerned.
- (j) A DPCA Member holding two (2) positions may not issue a proxy with respect to more than one (1) such position if such member is absent from a meeting; if such member attends a meeting such member may issue no proxies.
- (k) Any rules on the treatment of proxies included in Democrats Abroad's Delegate Selection Plan will override the provisions in this Section for the purpose of that Plan.

Section 3.8 (Taking DPCA Vote Without Meeting)

The International Chair may take a vote of the DPCA, if immediate action is deemed important or convenient by the Executive Committee, by letter, telephone, or electronic vote.

For purposes of this Section: (i) ~~all of the members of the~~ DPCA Members shall be considered as present for majority requirements; and (ii) each Country Committee, DPCA Officer, and DNC Member shall have one (1) vote.

The outcome shall be communicated to all DPCA Members as soon as is practical.

Section 3.9 (Written Consents)

In addition to the provisions of Section 3.8, the DPCA may take any action under this Charter without a meeting if 90% of all DPCA Members consent in writing to such action; provided, however, that no action to amend Section 110.1 may be taken under this Section 3.9. Such written consents shall be filed with the minutes of the DPCA proceedings and shall have the same force and effect as a vote taken by DPCA Members physically present. For the purposes hereof, writing shall include faxes and electronic communications that can be reduced to paper.

Article Four: Officers

Section 4.1 (Officers)

The elected officers of the DPCA shall consist of:

- (a) the International Chair, International Vice Chair, International Treasurer, International Secretary, and International Counsel, no more than two (2) of whom shall be from the same Country Committee at the time of the election. Such offices shall be held by individuals from at least two (2) different Regions; and
- (b) the Three (3) Regional Vice Chairs.

However, if there is no other candidate for any position, a candidate who would otherwise be ineligible under the previous sentences of this Section 4.1 may be elected.

The Executive Committee shall be comprised of these eight (8) elected Officers of the DPCA.

Section 4.2 (Election)

- (a) The Officers other than the Regional Vice Chairs shall be elected at the first meeting of the DPCA held in odd-numbered years, to serve for a term of two (2) years or until their successors have been elected. Election shall be by majority of the votes cast by the DPCA, subject to the provisions of Article 3.
- (b) The Regional Vice Chairs shall be elected and replaced pursuant to Section 6.2.
- (c) No officer, including Regional Vice Chairs, may serve in the same office for more than two (2) consecutive full terms. In the event that there is no candidate for a DPCA Executive Committee office, an Officer who has served two (2) consecutive terms in that office may be elected to a third term of that office by a two-thirds (2/3rds) majority vote pursuant to Section 4.1.

Section 4.3 (Nominations)

- (a) Prior to the election meeting, the International Chair shall appoint, after consultation with the Executive Committee, five (5) members of Democrats Abroad as a Nominations and Elections Committee (NEC), at least three (3) of whom shall not be DPCA Members. Members of the NEC shall not be candidates for office nor be elected to office.
- (b) It shall be the duty of the NEC Elections Committee to call for nominations for officers and to determine which individuals whose names are submitted for nomination are qualified to fill DPCA offices. To be qualified for DPCA office, an individual shall have been a member of Democrats Abroad for more than six (6) months prior to the close of nominations for the DPCA election. If the qualifications of an individual are unclear or challenged, the NEC Elections

Committee may deem an individual genuinely residing outside the United States and its territories to meet membership qualification by a majority vote of the committee.

- (c) The names of the qualified individuals placed in nomination with the ~~NECElections Committee~~ shall be forwarded in writing to the International Chair and other DPCA Members by the ~~NECElections Committee~~, after their qualifications have been determined, at least forty-five (45) days in advance of the scheduled election meeting of the DPCA. Nominations of qualified candidates for office may be made from the floor at the election meeting. The elections shall be conducted by the ~~NECElections Committee~~.

Section 4.4 (~~Gender Balance of International Chair and International Vice Chair~~) (Leadership Diversity)

The International Chair and International Vice Chair shall be from different Country Committees and shall be of different sex, as declared by each candidate in advance of the election. For the purposes of this section and Section 5.2-(d)-(iv), 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.

Section 4.5 (Replacement)

In the event of a vacancy of an office established under Section 4.1-(i), including the resignation or removal of such officer in accordance with Section 2.4, the Executive Committee of the DPCA shall proceed immediately with the nomination of a replacement, subject to confirmation at the next meeting of the DPCA. If the replacement fails to be confirmed, nominations shall be taken from the floor, and an immediate election shall be conducted with votes cast by those in attendance. The person elected shall serve out the balance of the term. For the purposes of Section 4.2(c), a person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.

Section 4.6 (Responsibilities of the International Chair)

The International Chair shall be responsible for the carrying out of the programs and policies of the Democratic Party and Democrats Abroad. The International Chair shall preside at all meetings of the DPCA, establishing meeting agendas, and implementing decisions taken during DPCA meetings. Following consultation with the Executive Committee, the International Chair may appoint deputies or assistant officers (such appointments shall be promptly notified to the DPCA) and conduct the day-to-day business of Democrats Abroad. The International Chair shall be the chief spokesperson for the organization. The International Chair may, after consultation with the Executive Committee, create or terminate committees, task forces, caucuses, and councils, and determine their composition and purpose, and appoint their chairs or co-chairs. The International Chair shall *ex officio* be a non-voting member of all committees, task forces, caucuses, and

councils.

Section 4.7 (Responsibilities of the International Vice Chair)

The International Vice Chair shall replace the International Chair whenever the latter is absent or is incapacitated, and shall have such other duties as may be prescribed by the International Chair.

Section 4.8 (Responsibilities of the International Secretary)

The International Secretary shall keep minutes of DPCA meetings (taking particular note of all Standing Resolutions) and Executive Committee meetings, circulate minutes and records of action to DPCA Members, be responsible for maintaining all the administrative files and records and membership lists and databases of the DPCA and Democrats Abroad, and perform such other duties as may be prescribed by the International Chair.

Section 4.9 (Responsibilities of the International Treasurer)

The International Treasurer shall keep the financial records of the DPCA, establish a budget for approval of the Executive Committee, oversee its bank and other financial accounts, make an annual financial report to the DPCA, and ensure that any necessary reports or filings with the DNC or the governmental authorities of the United States of America and the several States, are timely made.

Section 4.10 (Responsibilities of the International Counsel)

The International Counsel shall be a qualified legal practitioner available for consultation on legal and procedural questions relating to Democrats Abroad and its activities, and the interpretation of and compliance with the Charter and Bylaws of the DNC, the Charter of Democrats Abroad and the bylaws of Country Committees, and serve as Parliamentarian at DPCA meetings. The International Chair may appoint a separate individual to serve as Parliamentarian.

Section 4.11 (Responsibilities of the Executive Committee)

The Executive Committee shall be responsible for the conduct of the affairs of Democrats Abroad in accordance with policies of the DNC and the DPCA. The Executive Committee shall establish its own rules and, when convened by the International Chair or one third (1/3rd) of its members, may act in a meeting, by telephone or electronic means. The Executive Committee shall adopt a budget for Democrats Abroad prior to the first meeting of the DPCA each year. Except as provided in the following sentence, decisions taken by the Executive Committee shall be by simple majority vote of those members present in person or by instructed proxy given to another member of the Executive Committee or, if such vote is taken in electronic or written form, by simple majority of the entire Executive Committee. By a two-thirds (2/3rds) majority of the entire Executive Committee, the Executive Committee may overrule any decision or action of any Officer.

Section 4.12 (Executive Director)

Following consultation with the Executive Committee, the International Chair may name an Executive Director to perform such duties as the International Chair may prescribe.

Article Five: Country Committees

Section 5.1 (Constituent Units)

The constituent units of Democrats Abroad are, except in exceptional circumstances, the Country Committees, which shall be the organized democratic expression of U.S. citizens overseas and shall further the aims of the Democratic Party of the United States of America and of Democrats Abroad. Except where otherwise deemed more expedient by the DPCA, Country Committees shall represent geographical areas coextensive with national boundaries.

Country Committees shall be responsible for their own internal management, including governance of their Chapters, and compliance with applicable laws, including without limitation the laws and regulations of the United States of America and the several States applicable to political parties and contributions to them (notably to the U.S. ~~nited States~~ Federal Election Commission).

Section 5.2 (Admission)

To be admitted to Democrats Abroad as a Country Committee, a group must make application to the International Chair containing the following information:

- (a) a membership list, certifying that the group is composed of at least fifty (50) U.S. ~~nited States~~ citizens of voting age having their principal residence in that defined geographical area and who adhere to the principles of the Democratic Party of the United States of America;
- (b) a copy of the Bylaws of the applicant committee adopted in conformity with the Charter and Bylaws of the Democratic Party of the United States of America, the DNC, and the Charter of Democrats Abroad and certified by the duly elected Chair and another duly elected officer of the applicant committee;
- (c) copies of publicity providing reasonable notice to U.S. ~~nited States~~ citizens in that defined geographical area of the organization and election meeting(s) of the applicant committee, as well as a list of officers elected and their full contact information;
- (d) a copy of the minutes attested to by the Chair and another elected officer of the applicant committee for the meeting(s) in which officers were elected who (i) at the time of their election and thereafter have their principal residence in that defined geographical area; (ii) have been elected for a term of office not exceeding two (2) years; (iii) are eligible to

serve in the same office no more than two (2) consecutive terms; and (iv) include a Chair and Vice Chair (or First Vice Chair) of different sex.

Section 5.3 (DPCA Vote to Admit)

- (a) A two-thirds (2/3rds) affirmative vote of the DPCA at a duly called meeting shall be required to admit an applicant committee. It shall be a prerequisite for admission that, to the extent practicable, one (1) or more of the elected officers of the applicant committee shall have attended in person either one (1) meeting of the DPCA or of a Region prior to the meeting at which admission is voted upon and shall be known to at least one (1) DPCA Officer. Furthermore, it shall be a prerequisite for admission that the relevant Regional Vice Chair submits a statement to the DPCA attesting to the preparedness of the applicant committee to pursue its activities in compliance with the rules and regulations applicable to DPCA Country Committees, and to engage fully with its members, its region, and the DPCA generally. The structure and content of the admission submission will be established by the DPCA Executive Committee for uniformity, processed by the Regional Vice Chair, and when completed communicated to the DPCA Chair and Executive Committee together with submission of the request for admission to full Committee status.
- (b) A Country Committee admitted prior to September 30 of any year shall have two votes until the next membership certification under Section 3.6 (a); those admitted between October 1 and January 31 shall have no vote until the next annual certification.

Section 5.4 (Country Committee Compliance and Filings)

- (a) Each Country Committee shall hold an Annual General Meeting on or before June 30th of each calendar year and shall provide minutes of the Annual General Meeting to the International Secretary and the Regional Vice Chair at such time as determined under paragraph (c) of this section.
- (b) By February 20th of each year, each Country Committee shall furnish to the International Counsel, International Secretary, and Regional Vice Chair a copy of the Country Committee's Bylaws, indicating any amendments made during the year.
- (c) Country Committees shall hold their elections no later than June 30th of odd-numbered years. Within fifteen (15) days of any election held by a Country Committee, the Secretary of such Country Committee shall certify the results of the election to the International Secretary and forward the minutes of the election meeting, with full address and contact information of the office holders so elected.
- (d) Without limitation of the foregoing, Country Committees shall at all times be in keeping with Sections 5.2 and 5.4; provided, however, that by a 4/5 majority vote of the Executive Committee of the DPCA or, by a majority

vote of the DPCA at a regular meeting, upon written application, and for good reason, a dispensation from Section 5.2 (d) may be granted for a period not to exceed 2 years.

- (e) The Executive Committee shall establish from time to time the methods and procedures to be used by the Country Committees to verify and certify membership in Democrats Abroad for all purposes under this Charter, with the maximum accuracy reasonably possible for an association such as Democrats Abroad, **provided that the methods and procedures require verification at least every four (4) years.** ~~Verified membership in Democrats Abroad shall require physical or electronic verification within a definite time of the January 31st database deadline of section 5.4(f). The time period **ant** and the criteria for physical or electronic verification shall be established from time to time by the Executive Committee, provided that the time period shall be no more than four (4) years from the database deadline.~~
- (f) By February 20th of each year, the **Secretary or** Chair of each Country Committee shall certify to the International Secretary of the DPCA, **that,** as of January 31st, the membership database containing the names and such other information as the DPCA Executive Committee shall require is current and correct for certification of the number of members **in** Democrats Abroad, and such certification must be attested to by the Secretary or Chair of such Country Committee. The database referred to in the previous sentence shall be in the format from time-to-time prescribed by the Executive Committee.
- (g) Each Country Committee shall provide within the required time such documents or information concerning the activities of the Country Committee as may be reasonably required by the International Chair or the Executive Committee.

Section 5.5 (Committees In Formation)

A country organization meeting all the requirements of Section 5.2 and having less than fifty (50) members of Democrats Abroad may, upon application to the International Chair of Democrats Abroad, be admitted as a Committee In Formation and thereafter may participate in activities of Democrats Abroad without the right to vote.

Section 5.6 (Chapters)

Any Country Committee may permit Chapters to be formed within local geographic areas, including by amendment of the Country Committee by-laws recognizing such Chapter(s). Chapters shall be recognized only for internal purposes of the Country Committee upon terms to be specified by the Country Committee. Recognized Chapters shall operate in compliance with the bylaws of the Country Committee (as may be modified in the judgment of the Country Committee from time to time), as well as the Charter and rules of Democrats Abroad.

The Chapter shall hold a meeting to elect a Chair and other officers defined in its Country Committee bylaws. The meeting shall be called upon reasonable notice and conducted in accordance with the bylaws of the Country Committee and this Charter, respectively. The minutes of the meeting and contact details of individuals so elected shall be promptly provided to the Chair of the Country Committee.

All financial matters concerning Chapters shall be under the review and supervision of the Chair and Treasurer of the Country Committee who shall take into consideration the budget, sources, and proposed uses of funds relating to any Chapter. In any event, Country Committees shall be ultimately responsible for ensuring compliance by their Chapters with all applicable laws in accordance with Section 5.1.

Any dispute between a Chapter and its Country Committee may be brought before the DPCA Executive Committee for determination.

Section 5.7 (Members-at-Large)

Individuals residing in territories not having a recognized Democrats Abroad Country Committee may become members-at-large of Democrats Abroad and shall enjoy all rights and privileges of individual members of Democrats Abroad as they shall be determined from time to time by the DPCA.

Section 5.8 (Suspension of a Country Committee Officer)

- (a) A Country Committee Chair, Vice Chair may be suspended from office by a 7/8ths vote of the DPCA Executive Committee or by a two thirds (2/3rds) vote of the DPCA, which suspension shall be promptly communicated in writing to the individual concerned and to the Executive Committee of the affected Country Committee, if the Country Committee Officer engages in unacceptable conduct that seriously harms the interests of the Democratic Party of the United States of America, the DNC, Democrats Abroad, or its own Country Committee. Unacceptable conduct may include, but is not limited to, violations of the DPCA Code of Conduct. The Country Committee Officer and the Executive Committee of such Country Committee shall be notified in writing of the initiation and nature of the charges and the DPCA Executive Committee will provide ample information to enable a defense to be prepared. A Country Committee Officer suspended under this paragraph (a) may request a prompt hearing to be held within thirty (30) days and the DPCA Executive Committee shall make such arrangements as it deems best suited to protect all interests, in the context of a global party, including supervising a new election. The hearing may, without limitation, be held by telephone conference call or video conference. The DPCA Executive Committee shall adopt such rules of procedure for hearings in connection with the proposed suspension of a Country Committee Officer as it deems necessary to ensure that the

hearing is conducted in a fair manner and the decision, with an ample explanation of the reasoning involved, shall be communicated in writing;

- (b) If in the judgment of the International Chair a Country Committee Officer is guilty of serious and highly unacceptable conduct that, if continued, would irreparably damage any of the aforesaid interests, the Chair may immediately issue a temporary order of suspension, indicating the grounds for such action, and shall simultaneously inform the DPCA Executive Committee of such action and the reasons therefore. Within seven (7) days the DPCA Executive Committee shall either schedule a hearing under the foregoing subparagraph or shall terminate the temporary order.

Section 5.9 (Suspension of Country Committee or Country In Formation)

- (a) A Country Committee or Committee In Formation may be suspended from full membership by a seven-eighths (7/8ths) vote of the DPCA Executive Committee or by a two-thirds (2/3rds) vote of the DPCA, which suspension shall be promptly communicated in writing to the Chair and Vice Chair of the affected Country Committee, if it:
 - (i) fails to hold an election of officers within six (6) months following the date prescribed by the Country Committee's Bylaws. Any Country Committee or Committee In Formation suspended under this paragraph may be reinstated to full rights by the DPCA upon filing an application with the International Chair accompanied by a copy of the minutes of a valid election meeting certified as true by the Country Committee's Chairperson and Secretary; or
 - (ii) engages in unacceptable conduct that seriously harms the interests of the Democratic Party of the United States of America, the DNC, Democrats Abroad, or its own Country Committee. **Unacceptable conduct may include, but is not limited to, violations of the DPCA Code of Conduct.** The Chair and Vice Chair of such Country Committee shall be notified in writing of the initiation and nature of the charges and the DPCA Executive Committee will provide ample information to enable a defense to be prepared. A Country Committee or a Committee in Formation suspended under this paragraph (b) may request a prompt hearing to be held within thirty (30) days and the DPCA Executive Committee shall make such arrangements as it deems best suited to protect all interests, in the context of a global party, including supervising new elections. The hearing may, without limitation, be held by telephone conference call or video conference. The DPCA Executive Committee shall adopt such rules of procedure for hearings in connection with the proposed suspension of a Country Committee as it deems necessary to ensure that the hearing be conducted in a fair manner and the decision, with an ample explanation of the reasoning involved, shall be communicated in writing.
- (b) If in the judgment of the International Chair a Country Committee or Committee In Formation is guilty of serious and highly unacceptable conduct that, if

continued, would irreparably damage any of the aforesaid interests, the Chair may immediately issue a temporary order of suspension, indicating the grounds for such action, and shall simultaneously inform the DPCA Executive Committee of such action and the reasons therefore. Within seven (7) days, the DPCA Executive Committee shall either schedule a hearing under the foregoing subparagraph or shall terminate the temporary order.

- (c) Country Committees may be suspended upon unanimous vote of the DPCA Executive Committee if the Country Committee's certified membership in Democrats Abroad falls significantly due to actions or failure to act objectively attributable to the Country Committee.

Section 5.10 (Removal of Out of Compliance Country Committees) [Effective January 1, 2019]

- (a) If a Country Committee (i) fails to fully comply with the requirements of Section 5.4 for four (4) consecutive years or (ii) is suspended pursuant to Section 5.9 and fails to take the steps necessary to have such suspension overturned during the four (4) years after being suspended, then such Country Committee shall automatically be removed from the DPCA without any additional notice or action being required on the part of the DPCA unless the DPCA Executive Committee votes by a seven-eighths (7/8ths) vote to delay ~~dissolution and~~ removal for a period of one (1) year. If the DPCA Executive Committee votes to delay removal and the Country Committee fails to fully comply with the requirements of Section 5.4 or to take the steps necessary to have their suspension overturned within the 12 (twelve) months following the vote, then on the first anniversary of the vote to delay, the Country Committee shall automatically be removed from the DPCA without any additional notice or action being required on the part of the DPCA. Members of a removed Country Committee become members-at-large of Democrats Abroad.

Article Six: Regions

Section (6.1 The Regions)

Groupings of Country Committees shall be divided into the following geographical Regions: (i) Europe-Middle East-Africa; (ii) Asia-Pacific; and (iii) the Americas. The composition of Regions may be altered by a standing resolution adopted at any meeting of the DPCA by a two-thirds (2/3rds) majority of those Country Committees present in person or by proxy.

Section 6.2 (Regional Vice Chair)

- (a) Each Region shall elect a Regional Vice Chair at a meeting of the Region held in **odd-numbered years**. Election shall be by simple majority of the votes cast by the Chairs (or Vice Chairs) of the Country Committees in the Region in

attendance. Each Country Committee will be allocated one (1) vote in electing the Regional Vice Chair, to be cast by the Chair or the Vice Chair. If both the Chair and the Vice-Chair are in attendance, then the single Country Committee vote will be divided into two (2) one-half (1/2) votes. Voting shall be in person or electronically. The term of office of a Regional Vice Chair shall be for a two (2)-year period or until the election of a successor at the next Regional meeting during an odd-numbered year, provided that the election shall take place prior to the conclusion of the Global Meeting in odd-numbered years.

- (b) In the event of a vacancy of the office of Regional Vice Chair, including the resignation or removal of a Regional Vice Chair in accordance with Section 2.4, the Executive Committee of the DPCA shall proceed immediately with the nomination of a replacement. A meeting to confirm a Regional Vice Chair shall be held within ninety (90) days of the nomination of the replacement by the Executive Committee of the DPCA, provided that 30 days' notice, including the date, time, location, and purpose of the meeting, is sent to all regional electors. The meeting may be held solely by, or in conjunction with, electronic participation, provided that, at a minimum, the technology used to conduct the meeting enables simultaneous aural communication (i.e., audio conference). The confirmation vote shall follow the same election procedures as set forth in Section 6.2(a). If the replacement fails to be confirmed, a DPCA officer shall serve as Chair pro-tem of the meeting, take nominations from the floor, and conduct an immediate election with votes cast by those in attendance. The person elected shall serve out the balance of the term. For the purposes of Section 4.2(c), a person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.
- (c) Regional Vice Chairs must be members of Democrats Abroad and must have their principal residence in the Region for which they are elected.

Section 6.3 (Duties of Regional Vice Chairs)

The Regional Vice Chairs shall, under the direction of the International Chair, promote cooperation among the Country Committees in the respective Regions and implement any Regional programs or plans adopted by the Regional Committees, provided such programs or plans have been approved by the International Chair in consultation with the Executive Committee.

Section 6.4 (Regional Meetings and Communication)

Members of Democrats Abroad residing in a Region may meet by appropriate means of communication to consider matters relating to that Region. The Regional Vice Chair shall preside over such Regional meetings. In the absence of the Regional Vice Chair, the members of Democrats Abroad in attendance at the meeting shall elect a Presiding Officer *pro-tem*. The rules applicable to such meetings shall be the same as those applicable to DPCA meetings.

To the extent feasible, Regional meetings shall be held in those countries that so request. A prompt report of each meeting shall be made to the DPCA by the Secretary *pro-tem* of the meeting.

Article Seven: Democratic National Committee

Section 7.1 (DNC Members)

The ~~M~~members of the Democratic National Committee representing Democrats Abroad shall be:

- (a) The International Chair and International Vice Chair of the DPCA, *ex officio*;
- (b) Six (6) additional ~~DNC M~~members to be elected as provided in Section 7.2 (or such lesser or greater number of additional members determined by the DNC), no more than one (1) of whom shall be resident in the same country.

Section 7.2 (Election of DNC Members)

Each of the six (6) elected ~~members of the~~ ~~DNC~~ ~~Members~~ shall be eligible to serve in such position for no more than two (2) consecutive full terms and shall be elected for a term of four (4) years at a meeting of the DPCA to be held during the year of the National Convention, to be chosen as follows:

- (a) At Regional Conventions held pursuant to a duly authorized and accepted Delegate Selection Plan, the delegates to each Regional Convention elected under the Plan shall elect one (1) ~~member to the~~ ~~DNC~~ ~~Member~~ from that Region by majority vote of delegates physically present;
- (b) The remaining ~~DNC M~~members to represent Democrats Abroad shall be elected by majority vote of the Democrats Abroad Convention (excluding the incumbent elected ~~DNC M~~members ~~of the~~ ~~DNC~~);

The International Chair and International Vice Chair of the DPCA may not cumulate membership as *ex officio* members and as elected ~~DNC M~~members ~~of the~~ ~~DNC~~. Elected ~~DNC M~~members ~~of the~~ ~~DNC~~ need not be ~~DPCA M~~members ~~of~~ ~~DPCA~~. All ~~Democrats Abroad~~ ~~members of the~~ ~~DNC~~ ~~Members~~ must have their principal residence abroad and their number shall be equally divided between men and women.

Section 7.3 (Vacancy)

Any vacancy occurring among the elected ~~DNC M~~members shall be filled by the Executive Committee of the DPCA, subject to confirmation at the next meeting of the DPCA for the At-Large elected ~~DNC M~~members, and at a Regional meeting for the Regionally elected ~~DNC M~~members. At such meeting, nominations shall be taken from the floor, and a replacement ~~DNC M~~member shall be elected for the unexpired remainder of the term, by a majority vote of the DPCA, excluding the remaining elected ~~DNC M~~members. A person elected to serve out the balance of a term for a period of less than 730 days shall not be deemed to have served a full term.

Article Eight: National Convention

Section 8.1 (Delegate Selection)

Delegates to the National Convention of the Democratic Party or Democratic Party Conferences shall be elected by the members of Democrats Abroad pursuant to procedures to be established by the DPCA in accordance with the Delegate Selection Rules and Regulations of the Democratic Party of the United States of America and such other rules, regulations, and procedures adopted by the DNC.

Article Nine: Finances

Section 9.1 (Contributions by Country Committees)

Each Country Committee shall make its best efforts to assist the DPCA in meeting the expenses of Democrats Abroad, in accordance with general policies to be determined from time to time by the DPCA by means of standing resolutions. Each Officer and DNC Member shall make her or his best efforts to assure that Democrats Abroad is adequately funded. Nothing herein contained shall be deemed as an obligation to contribute personally to the financial resources of Democrats Abroad.

Article Ten: Parliamentary Authority

Section 10.1 (Parliamentary Authority)

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with this Charter and any special rules of order that the DPCA may adopt.

Article Eleven: Amendments

Section 11.1 (Amendments)

This Charter may be amended by the affirmative vote of two-thirds (2/3rds) of the votes cast under the procedure provided for in Sections 3.6 and 3.7, at a regularly constituted meeting of the DPCA. Such qualified majority must include votes from at least one-third (1/3rd) of all Country Committees.

Notwithstanding any other provision in this Charter, casting votes to amend the Charter by letter or electronic means shall not be permitted unless there has been discussion of the amendment at the immediately preceding meeting.

The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted upon.

[Adopted January 24, 1976]
[Amended November 26, 1977]
[Amended February 4, 1978]
[Amended October 21, 1978]
[Amended October 20, 1979]
[Amended June 7, 1980]
[Amended October 11, 1980]
[Amended November 7, 1981]
[Amended November 15, 1986]
[Amended November 4, 1989, Landstuhl, Germany]
[Amended May 1, 1991]
[Amended February 8, 1992]
[February 26, 1994, Jerusalem, Israel]
[June 17, 1994]
[March 24, 2002, San Jose, Costa Rica]
[March 20, 2005, Toronto, Canada]
[September 21, 2005 by electronic vote]
[October 22, 2005, Barcelona, Spain]
[March 4, 2006, Washington, DC]
[March 17, 2007, Heidelberg, Germany]
[March 19, 2011, Seoul, Republic of Korea]
[September 19, 2011 by electronic vote]
[May 1, 2015, Punta Cana, Dominican Republic]
[May 12, 2016, Berlin, Germany]
[May 17, 2017, Washington, DC]
[July 29, 2017, by electronic vote]
[May 27, 2018, Tokyo, Japan]
[April 26, 2019, Charter Reconciliation Committee Audit]

SCHEDULE A:

The method of calculating votes for each Country Committee (CC) under Section 3.6

Country Committee	Number of Members	Step 1: % of total CC members	Step 2: Base Vote	Step 3: Provisional allocation (step 1x150)	Step 4: Section 3.6 (a)(iii) Provisional Votes	Step 5: Total Votes per CC	Step 6: Number of Voting Representatives
1	69	0.07%	1	0.104	0	1	0
2	112	0.11%	1	0.168	0	1	0
3	128	0.13%	1	0.192	0	1	0
4	185	0.19%	1	0.278	0	1	0
5	234	0.23%	1	0.351	0	1	0
6	246	0.25%	1	0.369	0	1	0
7	254	0.25%	1	0.381	0	1	0
8	258	0.26%	1	0.387	0	1	0
9	259	0.26%	1	0.389	0	1	0
10	300	0.30%	1	0.450	0	1	0
11	331	0.33%	1	0.497	1	2	0
12	350	0.35%	1	0.525	1	2	0
13	377	0.38%	1	0.566	1	2	0
14	382	0.38%	1	0.573	1	2	0
15	395	0.40%	1	0.593	1	2	0
16	469	0.47%	1	0.704	1	2	0
17	500	0.50%	1	0.750	1	2	0
18	552	0.55%	1	0.828	1	2	0
19	555	0.56%	1	0.833	1	2	0
20	558	0.56%	1	0.837	1	2	0
21	560	0.56%	1	0.840	1	2	0
22	579	0.58%	1	0.869	1	2	0
23	596	0.60%	1	0.894	1	2	0

24	609	0.61%	1	0.914	1	2	0
25	677	0.68%	1	1.016	1	2	0
26	734	0.73%	1	1.101	1	2	0
27	743	0.74%	1	1.115	1	2	0
28	921	0.92%	1	1.382	1	2	0
29	1000	1.00%	1	1.500	2	3	0-1
30	1080	1.08%	1	1.620	2	3	0-1
31	1354	1.35%	1	2.031	2	3	0-1
32	1471	1.47%	1	2.207	2	3	0-1
33	1500	1.50%	1	2.250	2	3	0-1
34	1543	1.54%	1	2.315	2	3	0-1
35	1580	1.58%	1	2.370	2	3	0-1
36	1768	1.77%	1	2.652	3	4	0-2
37	2000	2.00%	1	3.000	3	4	0-2
38	2300	2.30%	1	3.450	3	4	0-2
39	2500	2.50%	1	3.750	4	5	0-3
40	2732	2.73%	1	4.098	4	5	0-3
41	2945	2.95%	1	4.418	4	5	0-3
42	3000	3.00%	1	4.500	5	6	0-4
43	3275	3.28%	1	4.913	5	6	0-4
44	3392	3.39%	1	5.088	5	6	0-4
45	4313	4.31%	1	6.470	7	8	0-6
46	5048	5.05%	1	7.572	8	9	1-7
47	6620	6.62%	1	9.930	10	11	1-9
48	6756	6.76%	1	10.134	10	11	1-9
49	14948	14.95%	1	22.422	22	23	4-22
50	16942	16.94%	1	25.413	25	26	5-25
TOTALS	100000		50	150.000	150	200	12-113

Step-by-Step Vote Calculation Method

Step 1:

Assumption of this example is 50 CCs and 100,000 total members.

Determine the percentage of votes to allocate to each CC. The percentage is based on the CCs membership count compared to the total membership count for all CCs (countries membership count divided by the total membership count for all CCs.)

For example, if the total CC membership count was 100,000 - then the allocated votes for a CC with:

300 members: .03% (300/100,000)
500 members: .05% (500/100,000)
1000 members: .1% (1000/100,000)
1500 members: 1.5% (1500/100,000)
2000 members: 2% (2000/100,000)
2500 members: 2.5% (2500/100,000)
3000 members: 3% (3000/100,000)

Step 2:

Multiply the number of CCs by 4 CCs on the basis of one (1) vote each; allocate each CC one (1) Base Vote. In the example, this would be 1 for each 50 CCs for a total of 50 votes.

Step 3:

75% of the Initial Product shall be allocated among the CCs proportionally by multiplying with respect to each CC, the Initial Product by the CC's percentage of the total Democrats Abroad membership. Divide the remaining votes of the Initial Product (being 75% of the Initial Product) among the CCs on a provisional allocation basis in proportion to each CC's membership. Determine the number of votes based on the country percentages. Multiply the percent votes by the number of 75% of the Initial Product. Divide the remaining votes (being 75% of the Initial Product) among the CCs on a provisional allocation basis in proportion to each CC's membership.

For example, based on the examples above:

300 members: .45 (.03% x 150)
500 members: .75 (.05% x 150)
1000 members: 1.5 (.1% x 150)
1500 members: 2.25 (1.5% x 150)
2000 members: 3 (2%x150)
2500 members: 3.75 (2.5% x 150)
3000 members: 4.5 (3% x 150)

In the example, this would be 150 votes (3 x 50 CCs).

Step 4:

Calculate the Allocable Votes from Step 3 by rounding; any fractional values equal to or greater than 0.455 up to the nearest whole number:

300 members: .45 (rounding leads to votes = 0)
500 members: .75 (rounding leads to vote = 1)
1000 members: 1.5 (rounding leads to votes = 2)
1500 members: 2.25 (rounding leads to votes = 2)
2000 members: 3 (rounding leads to votes = 3)
2500 members: 3.75 (rounding leads to votes = 4)
3000 members: 4.5 (rounding leads to votes = 5)

Step 5:

Calculate each CC's votes that shall be equal to its Base Vote plus its Allocable Vote(s).

For this example, the Total CC Votes are as follows:

300 members: $1+0=1$
500 members: $1+1=2$
1000 members: $1+2=3$
1500 members: $3+0=3$
2000 members: $3+1=4$
2500 members: $4+1=5$
3000 members: $5+1=6$

Step 6:

Establish the number of Voting Representatives required to be elected by each CC in accordance with Sections 3.6(e) and (f). In accordance with Section 3.6(e) and Section 3.6(f), only CCs with greater than eight (8) votes will be allowed to have Voting Representatives.

In this example, the four largest CCs shall have Voting Representatives. Any excess over 8 votes (Chair & Vice-Chair) shall give right to a Voting Representative for up to FOUR excess votes (the maximum number of votes one person may hold) and additional Voting Representatives on the same basis if the Country Committees has more than four excess votes.