



DEMOCRATS ABROAD

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, Transnational Committees, and Regions comprised of the members from within each such geographic area. Hereinafter, any reference to a "Country Committee" shall similarly apply to a Transnational Committee as defined in Article Five, Sections 5.1 and 5.11.

General 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) living outside the U.S. who by joining declare their support for the principles and aims of the Democratic Party of the United States of America. Membership is free, voluntary, and can be canceled by the member at any time for any reason.

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 Transnational 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, Transnational Committees, 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), the Voting, Non-Voting and Alternate Voting Representatives of each Country Committee and Transnational Committee that has been admitted by Democrats Abroad; and
- (b) the Non-Country Committee Representatives as defined by Section 5.7; and
- (c) DNC Members representing Democrats Abroad; and
- (d) 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 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 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, which rules will include timely notice to the member's Country Committee in addition to notice to the member in question. In the event of the removal of the Chair, Vice Chair or Voting Representative of a Country Committee, such removal shall only result in removal from membership in the DPCA and shall not affect the member's position within the Country Committee in question; based on this removal from the DPCA, under the guidance and notification by the Regional Vice Chair and International Counsel, the Country Committee should take whatever action it deems appropriate, in conformity with its charter and bylaws, to remedy the issues that resulted in such removal, including further removal and replacement of the member in question from Country Committee positions.

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 voting members, or by a simple majority of the Executive Committee. An annual Democrats Abroad Global 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. Except as otherwise provided in Section 3.4, meetings of the DPCA may be held exclusively 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 conferencing capability).

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 Voting 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 real-time participation, either in person or online of:

- (a) the International Chair or Vice Chair of the DPCA; and
- (b) 40% of DPCA Voting Members (i.e., excluding DPCA Non-Voting Members and Alternate Members).

For quorum purposes, the individuals referred to in paragraph (b) must include DPCA Members resident in at least thirty percent (30%) of Country Committees in compliance with Section 5.4 and two (2) Regions.

Section 3.5 (Attendance)

The International Chair shall ensure that all DPCA meetings are also accessible for remote participation via live on-line audio and video conferencing services. 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. Participation by such online conferencing services shall constitute presence at a meeting for all purposes of this Charter.

Section 3.6 (Representation and Voting)

- (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 5 to obtain the "Initial Product;"
 - (ii) 40% of the Initial Product shall be allocated among the Country Committees on the basis of two (2) votes each;
 - (iii) 60% 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 verified members 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.

- (b) One (1) vote shall also be allocated to each elected DPCA Officer, Non-Country Committee Representative, 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) Each Country Committee Chair and Vice-Chair as a DPCA voting member shall be allocated one (1) whole vote.
- (e) 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 Voting Members (Sections 4.2 and 7.2). The simple majority must include votes from at least one-third (1/3rd) of all Country Committees.
- (f) No DPCA member or valid proxy holder may cast in excess of 4 votes (including proxies). This rule shall not apply for the selection of delegates to the National Convention or the election of DNC Members.
- (g) 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. Elections shall be held nationally at the same time as the election of the Country Committee 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. There shall be no term limits applied to the position of DPCA Voting Representative.
- (h) 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).
- (i) 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);
 - (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; and
 - (iv) Country Committees may also elect Non-Voting or Alternate Voting Representatives. These are Non-Voting members of the DPCA who may hold proxies as DPCA members and fill Voting Representative vacancies, if any.

Non-Voting or Alternate Representative elections must be conducted at the same time as Voting Representatives and National Officer elections, in keeping with gender balance rules.

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 (Reserved)

Section 3.9 (Written Consents)

The DPCA may take any action under this Charter without a meeting if 90% of all DPCA Voting 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 in the first half of 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.

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. The Executive Committee shall maintain documents containing guidance on specific issues, as mentioned in Section 2.3, 5.3, 5.4, 5.7, and 5.11.

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 and Transnational Committees

Section 5.1 (Constituent Units)

The constituent units of Democrats Abroad are the Country Committees and Transnational 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. Country and Transnational Committees represent distinct geographic regions. Except where otherwise deemed more expedient by the DPCA, Country Committees shall represent geographical areas coextensive with national boundaries.

Country and Transnational 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 one hundred fifty (150) 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. Any Country Committee in existence as of May 14, 2021 shall not be deemed out of compliance due solely to having fewer than 150 members after that date;
- (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 transnational or country organization meeting all the requirements of Section 5.2 and having less than one hundred fifty (150) 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 (Non-Country Committee Representatives)

General members of Democrats Abroad residing outside the United States (and its territories) in countries without a recognized Democrats Abroad Country Committee shall have representation within the DPCA.

All such Non-Country-Committee (NCC) general members shall, under the supervision of the Regional Vice Chair, elect from their number within the Region an NCC Representative to represent their interests to the DPCA, including at meetings of the DPCA. The NCC Representative shall work to encourage member organizing and growth within the Region. The NCC Representative shall be a member of the DPCA; shall hold one (1) whole vote; shall serve two year terms; and shall be limited to two consecutive terms.

NCC Representatives shall have equivalent voting privileges under this Charter as Country Committee Voting Representatives. For the purposes of proxies, an NCC Representative shall be considered as a Country Committee Voting Representative, and any NCC general member in the same region as the Representative may be a valid proxy holder for an NCC Representative in addition to any others indicated in Section 3.7.

Elections for NCC Representatives shall take place in the first quarter of each odd-numbered year. Should a Region's NCC Representative position experience a vacancy that will last greater than six (6) months, the Regional Vice Chair shall hold a special election within ninety (90) days. General members within territories with recognized committees-in-information shall be able to run and vote in these elections, but general members within out-of-compliance Democrats Abroad Country Committees shall not be able to run and vote in these elections.

In the event that a recognized Democrats Abroad Country Committee dissolves, its general members will become members of the NCC Representative's constituency. In the event that a NCC Representative's territory of residence becomes a recognized Democrats Abroad Country Committee, that NCC Representative shall no longer be eligible for the position and it shall immediately become vacant.

The International Executive Committee shall maintain, and make available upon request, two documents related to Section 5.7. The first document, "Elections of NCC Representatives," shall cover those election details that are not explicitly mandated within the Charter. The second document, "The Role and Responsibilities of NCC Representatives," shall cover the role and responsibilities of NCC Representatives not explicitly mandated within the Charter.

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)

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.

Section 5.11 (Transnational Committees)

A Transnational Committee (or "TC") is equivalent to a Country Committee in every way relevant to this Charter except that it does not represent a geographical area coextensive with national boundaries.

All Country Committees established prior to August 21, 2021 are not Transnational Committees and therefore are not subject to the clauses of this Section specifically related to Transnational Committees, including the annexation and secession clauses.

A Transnational Committee may be established and admitted to the DPCA according to the same processes and criteria as described in Section 5.2 and 5.3, with the additional requirement that the geographic area of a Transnational Committee must be wholly within a single Region as described in Section 6.1. The International Executive Committee shall maintain, and make available upon request, a document providing guidance on the current expectations for the admission of a Transnational Committee, including but not limited to provisions in its bylaws, clear definitions of its membership, and accommodations for its unique geographic conditions.

The purpose of the addition of Transnational Committees as a constituent unit of Democrats Abroad is to allow for the organization of new recognized and representative committees within the DPCA, not to reorganize existing ones. Therefore, any existing Country Committee as of August 21, 2021 may not forego its recognized Country Committee status in order to form a Transnational Committee without first completing the full dissolution process as described elsewhere in this Charter.

A Transnational Committee may file a joint request for annexation to the relevant Regional Vice Chair, with a group of members in the same region who are not represented at the time of the request by any Transnational Committee or Country Committee (regardless of compliance status). The primary purpose of the request must be to expand the geographic area represented by the Transnational Committee. The requirements before the contents of an annexation request can be considered by the Regional Vice Chair shall be described by the International Executive Committee in the guidance document on Transnational Committees described in this section. At the discretion of the relevant Regional Vice Chair, this request may be submitted for approval at a DPCA global meeting, with vote allocations and other administrative details to be changed within 30 days of the close of that meeting.

A Transnational Committee may file a joint request for secession to the relevant Regional Vice Chair, with a group of members represented at the time of the request by that Transnational Committee. The primary purpose of the request must be to reduce the geographic area represented by the Transnational Committee and to establish a new Transnational Committee or Country Committee to represent all of the remaining geographic area. At the discretion of the relevant Regional Vice Chair, this request may be submitted for approval at a DPCA global meeting, with vote allocations and other administrative details to be changed within 30 days of the close of that meeting.

Each secession request must include a full application for a new Transnational Committee or Country Committee as described in Sections 5.2 and 5.3. Any group or Transnational Committee seeking to begin the process of secession must inform the relevant Regional Vice Chair before taking any concrete steps to change or create an organizational structure directly related to secession (for example, a committee to draft bylaws for the geographic area to be represented by the new Country Committee or Transnational Committee). Any changes adopted to the bylaws of the Transnational Committee related to secession must be conditional on the approval of the request at the DPCA global meeting. Additional details related to the implementation of secession may be added to the guidance document on Transnational Committees described in this section.

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 two (2) votes in electing the Regional Vice Chair, to be cast respectively by the Chair or the Vice Chair. A proxy may only be issued between Chair and Vice Chair within a given Country Committee. 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 shall be accessible for remote participation via live on-line audio and video conferencing services. 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 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.

Section 11.2 (Review, Certification, and Distribution of Charter Amendments)

Within 30-days of any amendment to this Charter that is duly passed by the DPCA according to Section 11.1, the International Secretary, or the secretary designated to record such amendments, shall submit the minutes and record of such amendments or changes to the International Counsel. Within 15-days of receipt, the International Counsel, in consultation with the Bylaws Committee (or other relevant committee as constituted at the time of such amendments), shall review, revise, and correct the text to accurately reflect the amendments as voted upon by the Members. The International Counsel shall then certify and provide a final, date-stamped, version of record of this Charter, shall post it in appropriate archives (such as the Democrats Abroad Wiki Documentation Archive), and shall circulate such to all DPCA members.

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[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 26, 2019, Charter Reconciliation Comm. Audit]

[May 19, 2019, Washington, DC]

[May 15, 2021, by electronic vote]

[August 21, 2021, by electronic vote]