

Democrats Abroad – Argentina

Country Committee Bylaws

Article I: Name

The undersigned hereby constitute an organization having as its name Democrats Abroad Argentine Republic (hereafter DAAR).

Article II: Purpose and Relationship to Democrats Abroad

- 2.1 The organization shall apply for admittance to the Democratic Party Committee Abroad (the “DPCA”) as a Country Committee within Democrats Abroad.
- 2.2 The purposes of the organization shall be to advance the interests of the Democratic Party of the United States and of Democrats Abroad and to provide for appropriate action by its supporters residing in Argentina.

Article III: Members

- 3.1 Membership of Democrats Abroad Argentina shall be open to all citizens of the United States of America of voting age and residing either permanently or temporarily in Argentina and who subscribe to the principles of the Democratic Party of the United States of America.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in Argentina shall be represented within the organization.
- 3.3 Membership in Democrats Abroad automatically results in membership in DAAR as members are assigned to the Country Committee corresponding to their country of foreign residence.

Article IV: Cessation of Membership

Any member shall cease to be a member, if he or she no longer meets the qualifications set forth in Article III or who does not inform either the Secretary or the Chairperson of the Membership Committee in a timely manner of a change of e-mail address and/or telephone number. Such ceased memberships may be reinstated on the same conditions as a new member. A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be removed from membership by a two-thirds (2/3) vote of the members of the Executive Committee of DA Argentina (DAAR). A vote to remove a person from membership may be taken only at a meeting of the DAAR Executive Committee not earlier than thirty days after the member has received written notice of the meeting and the proposed vote to remove him or her at such meeting. The member must

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be provided reasonable advance notice of the basis asserted for his or her proposed removal, and a reasonable opportunity to contest the proposed action to remove him or her. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal procedure is conducted in a fair manner. A member so removed may appeal the decision of the Executive Committee to the general membership of DAAR Annual General Meeting (AGM), a meeting convened in compliance with these Bylaws at which a quorum is present.

Article V: Officers

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. The Vice-Chairperson shall be of the opposite sex from the Chairperson.

5.1 Chairperson

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

5.2 Vice-Chairperson

If in the case of an unacceptable absence of the Chairperson, the Vice-Chairperson shall call and preside at meetings of members and of the Executive Committee. The Vice-Chairperson shall have such other duties as the Chairperson shall define.

5.3 Secretary

The Secretary shall maintain a current list of members of the organization (containing the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and such other information as the DPCA may from time to time require), minutes or all meetings, and all files and administrative records of the organization. All such records, except membership/ mailing lists, and database shall be open for inspection by members.

5.4 Treasurer

The Treasurer shall manage the finances of the organization, maintain its financial reports to members and make and maintain such financial reports as may be required by law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them).

5.5 Counsel

In addition to the elected officers, the Chair shall appoint Counsel upon assuming office. Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DAAR and its activities. Counsel shall consult with International Counsel from time to time on emergent matters including notably questions on voting issues and financial recording keeping.

Article VI: Executive Committee

6.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer. Counsel is not a member of the Executive Committee.

6.2 The Executive Committee shall meet at regular intervals upon call by the Chairperson, for the purpose of consulting with and advising the Chairperson in the administration of the organization. A meeting of the Executive Committee may be called by one-third of the Executive Committee.

Article VII: Committees

7.1 Voter Registration, Issues, Programs/Special Events, Fundraising and Media.

7.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities, as he/she shall designate.

7.3 The Chairperson shall appoint and remove the chairpersons of any Committee and the ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee following such appointments or revocation. The membership of each such committee shall be members of DAAR and shall be selected by the committee chairperson after consultation with the Chairperson.

7.4 Meetings of all committees shall be open to all members of the organization.

Article VIII: Other Officers

The Chairperson may appoint and remove such Assistant Officers or Honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

Article IX: Terms

9.1 The Officers of the Executive Committee shall be elected for a two-year term in elections held in each odd numbered year at the Annual General Meeting (AGM), which must be held no later than June 30th.

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9.2 The terms of all incumbent Assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

9.3 Any Officer who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a three-fourths vote of the entire Executive Committee at a regularly called and quorate meeting at which the question of such removal is on the agenda sent out in advance and at which the Officer is given due opportunity to explain the reasons for her or his absence.

Article X: Nominations

10.1 At least 45 days prior to the annual meeting, a committee to nominate candidates (the "Nominations and Elections Committee" or "NEC") for election to office shall be named by the Chairperson with the approval of the Executive Committee.

10.2 At the meeting approving the appointment of the NEC, the Executive Committee shall decide whether the elections shall be conducted (i) by mail (hereafter meaning regular mail or electronic mail (i.e. email) ballot (to be counted at the annual meeting), or, (ii) by vote in person

10.3 The NEC shall notify its nominations to the DAAR membership no less than 14 days prior to the AGM.

10.4 If the elections are to be conducted by mail, any member of DAAR wishing to run for office as an Officer of the Executive Committee and not nominated by the NEC shall declare his/her endorsed (by at least one other DAAR member) candidacy at least 17 days before the annual meeting by an email addressed to the Chairperson of the Nominations Committee. The NEC shall provide ballots to the DAAR membership no earlier than 17 days before the AGM and no later than 14 days before such meeting.

10.5 If the elections are to be held by mail ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filed. If the elections are to be conducted by vote in person, nominations for all positions to be filled may be made from the floor of the AGM.

Article XI: Elections and Removal from Office

11.1 The Officers of the Executive Committee shall be elected by a majority of votes of (i) the members voting in person (or by written or email proxy, if allowed for the election) at the AGM (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by mail ballot counted at the AGM (or in the case of a vacancy, at the general meeting at which the election is held). In the event of an election to be held by mail ballot, ballots received by mail shall be kept unopened and delivered to at least two vote-counters appointed by DAAR members in attendance at the meeting to count the votes.

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11.2 Any Officer of the Executive Committee may be removed from office by a vote of two-thirds of (i) those present at a duly convened meeting of the membership or (ii) those voting in a duly organized vote by mail on the question.

Article XII: Vacancies

Any vacancy among the Officers of the Executive Committee may be filled by special election held at any subsequent meeting of the members of the organization in accordance with Articles X and XI hereof. Until such vacancy is filled, the Chairperson may appoint in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer elected at a special election shall serve only until the next regular election.

Article XIII: Notice

Notice of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be emailed to members at least 30 days before the meeting. Notice of other meetings of members and of the Executive Committee shall be given by such method as the Chairperson shall from time to time reasonably prescribe.

Article XIV: Meetings

14.1 An AGM of members shall be held no later than June 30 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers of the Executive Committee, and (iii) such other business as the Chairperson shall deem appropriate.

14.2 Other meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) one-third of the Executive Committee or (iii) 1/3 of the membership who request the holding of a meeting in writing via email at least 7 days prior to the meeting.

14.3 All meetings of the membership, the Executive Committee, and ad hoc committees (if any) shall be open to the membership and conducted in accordance with these Bylaws (including the provisions on notice).

14.4 Meetings of DAAR may be held in person, by telephone, video conference, or such electronic means as the Executive Committee may from time to time unanimously approve.

14.5 For the purposes hereof, a quorum shall be determined as follows.

- (i) for meetings of the membership: the lesser of 2% of the DAAR membership, or ten (10) members.

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(ii) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.

Article XV: Rules Applicable to the Committee

The functioning of the committee shall be governed by the bylaws of DAAR and the latest edition of the Roberts Rules of Order. If there is a conflict between the bylaws of DAAR and the bylaws of DPCA, the bylaws of DPCA shall take precedence.
