

Democrats Abroad Brazil (DABR) Bylaws

Adopted: 2012

Amended: May 26, 2020



ARTICLE 1 Name of Organization

The following text hereby constitutes the bylaws for the organization having as its name: Democrats Abroad Brazil (hereinafter also referred to as DABR).

ARTICLE 2 Purpose and Relationship to Democrats Abroad

2.1 Democrats Abroad Brazil is recognized by the Democratic Party Committee Abroad (the "DPCA", also known as "Democrats Abroad") as a Country Committee within Democrats Abroad.

2.2 The purpose of Democrats Abroad Brazil 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 and for its supporters residing in Brazil.

2.3 DABR will act as a forum for the consideration of issues that relate to U.S. citizens residing abroad, specifically in Brazil. DABR may not participate in the political activities of any country other than the United States of America.

2.4 Diversity and inclusion are important values of the Democratic Party and to the extent possible shall be taken into account in the activities of DABR.

ARTICLE 3 Members

3.1 Members must be citizens of the United States, who will be 18 years old as of the time of the next federal election, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad, and are resident in Brazil.

3.2 A citizen of the United States who qualifies for membership as provided in Article 3.1 becomes a member of DABR when he or she provides his or her name, Brazilian address, email, phone number, U.S. voting state and address and zip code to be recorded on the membership database of DABR, by registering on the Democrats Abroad website. Membership in Democrats Abroad automatically confers membership in DABR.

3.3 In becoming a member of DABR, the member consents to the delivery of his or

her name, mail and email address, telephone number(s) and U.S. voting state and address and zip code and other information contained in the membership database of DABR to the DPCA and to such lawful use thereof as the DPCA shall make from time to time.

3.4 The Secretary of DABR shall certify yearly 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. Such certification will be in such form and format as the DPCA shall from time to time require.

ARTICLE 4 Membership Confidentiality

4.1 All members of Democrats Abroad and its Country Committees must adhere to the General Data Protection Regulation (GDPR), as is applied to residents of the European Union. The GDPR guidelines protect the personal data of all members by requiring Democrats Abroad to follow certain rules with regards to storage, use, and deletion of personal data, and by conferring certain rights to the individual members.

4.2 Membership data shall not be available to any person other than members of the DABR Executive Committee, DPCA, or DABR members with designated responsibility in connection with elections or database management.

4.3 All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement.

4.4 No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, of Democrats Abroad, or of DABR. No candidate for any office may use or access the membership database directly for the purposes of campaigning for office or soliciting votes or proxies.

ARTICLE 5 Cessation or Removal of Membership

5.1 Any member shall cease to be a member if he/she no longer maintains his/her principal residence in Brazil. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the DPCA Country Committee Election Procedures. A member may also notify the Chair, the Secretary, or the DPCA in writing that the member wishes to resign from DABR. A former member may be re-instated under the same conditions as a new member.

5.2 Any member of DABR in good standing who returns to the United States shall have the option to remain a member of Democrats Abroad with the designation of

“US Alumni.”

5.3 A member who, by her/his actions, demonstrates that she/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 vote of the members of the Executive Committee; provided that such vote may only be taken at a meeting of the Executive Committee, after the member has received at least 30 days advance written notification by the Executive Committee of the Executive Committee's intention to remove the member and has had reasonable opportunity to contest the proposed action by the Executive Committee. 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 6 Executive Committee

6.1 The Executive Committee shall be composed of the elected Chair, Vice Chair, Vice Chair for Membership & Voter Registration, Secretary, Treasurer, Member-at-Large, and the appointed Counsel. Elected Board Members have full voting privileges and serve a two-year term, with the exception of terms begun in even-numbered years, which will last until the next election in the subsequent odd-numbered year.

6.2 The Executive Committee shall meet at regular intervals, at least four times in the year, upon call by the Chair for the purpose of consulting with and advising the Chair in the administration of the DABR. One-third of the Executive Committee members present in person or by telephone or teleconference shall constitute a quorum provided the Chair or Vice Chair is present. A meeting of the Executive Committee may be called by one-third of members.

ARTICLE 7 Executive Committee Terms

7.1 The Officers of the Executive Committee shall be elected every two years, in odd-numbered years, at the Annual General Meeting of the organization, which meeting shall be held no later than June 30. They shall be elected for a term expiring upon the election of their successor. Officers may serve only two consecutive terms in the same office.

7.2 The terms of all incumbent Officers shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

7.3 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 quorum 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 his or her absence.

ARTICLE 8 Officers and Responsibilities

8.1 Chair

The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establishing the agenda of such meetings in collaboration with and inclusive of items submitted by the other Officers, and shall have responsibility for all activities approved by the organization. The Chair shall sit ex officio on all Standing committees and ad hoc committees of the organization, with full voting privileges. In case of a stalemate, the Chair's vote shall act as a tie breaker. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee. The Chair shall be a member of and, when feasible, shall be expected to attend meetings of, Democrat Abroad Americas Region and the DPCA.

The Chair shall be responsible for ensuring the organization of DABR is in compliance with host country laws and regulations, and that Officers and members representing DABR do not involve themselves in any way with the politics of the host country.

8.2 Vice Chair

In the absence of the Chair, the Vice Chair shall call and preside at meetings of members and the Executive Committee. The Vice Chair may have such other duties depending on the Vice Chair's experience and preferences as assigned by the Chair. The Vice Chair shall work with the Country Chair to ensure all responsibilities approved by and on behalf of the Organization are supervised and executed appropriately.

The Vice Chair shall be of a different sex from the Chair, as per the bylaws of Democrats Abroad and the rules of the Democratic National Committee (DNC).

8.3 Vice Chair for Membership & Voter Registration

Working in conjunction with the appropriate DABR staff, the Vice Chair shall

maintain the DABR membership database within the Democrats Abroad database by responding in a timely and accurate manner to member requests for changes, verify and approving new members, and by adhering to GDPR best practices to ensure personal data integrity and confidentiality. The Vice Chair shall procure and provide a current list of DABR members from the database to Executive Committee Officers upon request. The Vice Chair participates in the Democrats Abroad Annual Membership Verification process and may delegate associated duties to other Officers while maintaining oversight.

The Vice Chair shall lead the chapter's efforts to register all interested Democrats for voting in all relevant US elections and Democratic Party nomination processes. This may include holding informational meetings, setting up registration stations, or any other activities the Vice Chair deems useful for the registration of Democrats in Brazil.

8.4 Secretary

The Secretary shall schedule, attend, and produce minutes and records for all Executive Committee and members meetings. The minutes of all Executive Committee meetings shall be made available to Officers without undue delay for review and amendment prior to the next meeting where they will be submitted for approval. The minutes shall be available for inspection by members. In the case of absence of the Secretary, the Chair or Vice Chair shall designate to another Officer the responsibility to attend and produce the minutes. The Secretary shall maintain all files and administrative records of DABR, including the current Bylaws and current list of Officers with full contact information, which the Secretary shall provide to Democrats Abroad yearly or as required from time to time. All such records shall be open for inspection by members.

8.5 Treasurer

The Treasurer shall manage the finances of the DABR and maintain its financial records, reporting to the Executive Committee and DABR members, and makes and maintains such financial reports as may be required by law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by members.

8.6 Member-at-Large

The Member-at-Large participates in the work of the Executive Committee to support the organization by engaging in such projects and committees as needed for the effective functioning of DABR.

8.7 Appointed Counsel

The appointed Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DABR and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping. The Counsel is a member of the Executive Committee as a non-voting member and is not included in the quorum count.

ARTICLE 9 Terms and Removal from Office

9.1 The Officers of the DABR Executive Committee shall be elected biennially in each odd-numbered year. They shall be elected for a term expiring upon the appointment or election of their successor. No elected Executive Committee member may serve more than two (2) consecutive terms in the same Office.

9.2 Any elected Executive Committee member who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a two-thirds vote of the entire Executive Committee, whether in person, by telephone or teleconference, at an annual meeting or special meeting at which the question of such removal is on the agenda sent out in advance and at which the elected Executive Committee member is given due opportunity to explain the reasons for her or his absence.

9.3 The DABR Executive Committee may, by a two-thirds vote of the entire Executive Committee vote to remove from any office within DABR for conduct detrimental to DABR. Such vote must be at an annual meeting or special meeting at which the question of such removal is on the agenda and sent out in advance, and at which the member is given due opportunity to explain the reasons for his or her conduct alleged to be detrimental to DABR.

9.4 Some examples of conduct detrimental to DABR follow: (i) speaking against the host country while purporting to speak on behalf of DABR or DA and (ii) soliciting funds or in-kind services from non U.S. citizens. Volunteering without monetary value by non U.S. citizens is generally acceptable providing no access to member information or data is granted.

ARTICLE 10 Vacancies

10.1 The Chair shall appoint an Officer on a temporary basis and affirmed by the Executive Committee, to fill a vacancy among elected Officers of the Executive Committee. The appointee shall have full voting rights and serve until the next regular Annual General Meeting where members shall elect the position.

ARTICLE 11 Committees

11.1 The Chair may create one or more Standing or ad hoc committees with such functions and responsibilities as he or she shall designate, and appoint and revoke the chairs thereof, subject to ratification by the Executive Committee. The membership of each Standing committee and ad hoc committee shall be established by the committee chair of each committee in consultation with the Chair and subject to confirmation by the Executive Committee. Committee membership shall be open to all members of DABR.

11.2 The terms of all committee chairs shall automatically expire upon the election of new Officers in accordance with the foregoing.

11.3 Committee chairs shall designate a note taker for each meeting with minutes provided to committee members and to the Secretary, and periodically report on their activities to the Executive Committee. Each committee shall prepare a report prior to the Annual General Meeting to be provided to the Executive Committee, available to members, and filed by the Secretary.

11.4: Open Meetings

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

ARTICLE 12 Elections

12.1 Nominations and Elections Committee

At least 45 days prior to the Annual General Meeting of an election year, a Nominations and Elections Committee (hereinafter "NEC") of at least three (3) members shall be named by the Chair with the approval of the Executive Committee, one (1) of which to serve as NEC Chair. All NEC members shall be subject to the obligations of confidentiality (see Article 4). This committee shall be empowered to receive nominations of members for elected officer positions from the membership and to make nominations, with assent of the nominated member, for any open position. The nominations committee shall not exclude any eligible member as a candidate. No member of the NEC may be a candidate for office. All actions of the NEC shall be taken by a majority vote of the committee members. An appointed NEC's ability to carry out its duties shall not be delayed or hindered in any substantive manner by the Executive Committee. Members of the NEC may participate in person or remotely (via electronic means such as WebEx, Skype, or similar technology).

12.2 Establishing Voting Procedure

At or closely following the meeting approving the appointment of the NEC, the

Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, the rules and procedures of the elections, determining whether the elections shall be conducted (i) by vote in person (including remote participation, or by proxy) using ballot or show of hands (ii) by email or electronic ballot (to be counted at the annual meeting), or (iii) any combination; whether to allow proxy voting, and set the procedures for notifying members of the election process. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via a personally verifiable electronic means (as noted here).

Should proxy votes be allowed, each member attending a meeting is limited to carrying a maximum of two (2) proxy votes per DPCA rules.

12.3 The Officers shall be elected by a simple majority of votes of the verified members voting via any combination of the methods described above and adopted for the particular election. If there is a tie vote, a subsequent ballot shall be held at the same meeting with only those members present, in-person or by teleconference, voting. Proxies may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the run-off round.

12.4 If the NEC is using absentee or electronic voting, votes are not allowed for additional candidates from the floor, unless for an open position with no declared candidate.

12.5 No Secret Ballot

In accord with Democratic Party and DPCA policy, there is no secret ballot voting in DABR elections. All ballots cast must include such personal identification and contact data (i.e., name, email) as to allow for validation that the voter is a member of DABR, and to confirm that votes are counted as the voter intended. An electronically submitted ballot with a typed name shall constitute a valid "signature," so long as the ballot is submitted from the email address registered in the membership database. For in-person and remote participation, votes may be counted by raised hands or recorded responses in the remote platform.

Election results are announced immediately following the voting.

ARTICLE 13 Nominations and Candidates

13.1 Any member of DABR may be nominated by another member of DABR or may self-nominate by submitting his or her name to the Chair of the NEC or another

member of the NEC.

13.2 No member who is nominated or planning to run for office of any elected position on the Executive Committee may serve on the NEC.

13.3 The NEC is in charge of collecting and counting the ballots and reporting the results of the election at the Annual General Meeting. The NEC will safeguard all ballots until 90 days after the election.

13.4 The NEC shall notify the membership and solicit nominations no less than 30 days prior to the Annual General Meeting at which an election will be held. Any member of the organization wishing to run for an open position and not already nominated by the NEC shall declare his/her candidacy at least 17 days before the Annual General Meeting in writing addressed to the NEC. In addition, a notice containing the same information shall be published in DABR sources, including the Facebook page or website at least 30 days before the meeting.

13.5 The NEC shall compile a listing of the candidates from the nominations that includes their qualifications and short statement as submitted, and prepare a slate of candidates for each office. The NEC shall announce the slate of candidates at least 14 days prior to the election.

13.6 The chair of the NEC shall prepare ballots containing the names and offices of the nominated candidates for distribution to the membership of the organization 14 days before such meeting and included in the 14-day notice.

13.7 All ballots cast electronically must be returned to and received by the NEC by a specified time no earlier than 14 days prior to the day of the Elections and Annual General Meeting, and no later than the start of the Elections portion of the Annual General Meeting. The NEC will verify that absentee voters are properly registered members of DABR prior to the election, counting their votes at the election portion of the meeting along with the in-person and teleconference votes to determine the outcome.

13.8 The Secretary shall submit the results of the election and the minutes of the Annual General Meeting to the Secretary of the DPCA and the Vice Chair Americas within 15 days of the election.

ARTICLE 14 Meetings

14.1 An Annual General Meeting of members shall be held every year no later than June 30th. The Chair, Secretary and Treasurer shall report on the activities and financial accounts of DABR for the fiscal year ending December 31. Any other

agenda items or accompanying event will be decided by the Executive Committee. The election of DABR officers will take place in every odd-numbered year, in accordance with DPCA requirement, immediately preceding the Annual General Meeting.

14.2 Executive Committee meetings shall be held regularly, at least quarterly, as determined by the Executive Committee.

14.3 Other meetings of the membership may be held from time to time upon call by the Chair, two members of the Executive Committee; or the lesser of 2% of the membership or ten members who request the holding of a meeting.

14.4 All meetings of the membership, the Executive Committee, the Standing Committees and Ad Hoc Committees shall be open to the membership and shall be conducted in accordance with these By Laws and the latest edition of Roberts Rules of Order.

14.5 Meetings of DABR may be held in person, by telephone, teleconference, or such electronic means as the Executive Committee may from time to time approve in order to promote inclusivity of all meeting group members.

ARTICLE 15 Quorum and Agenda Requirements

15.1 The quorum for all meetings of members at which there shall be an election or amendment of the bylaws shall be: the lesser of 2% of the DABR membership, or ten (10) members present in person (including by proxy, if allowed for the election) or by teleconference or electronic vote.

15.2 With respect to Executive Committee meetings, one-half of the Executive Committee shall be a quorum provided the Chair or Vice Chair is present.

15.3 With respect to committees, a majority of the members of the committee shall be a quorum for all meetings of the committee.

15.4 No vote shall be taken at any meeting at which a quorum is not present or for which notice has not been duly given.

15.5 The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chair at least 24 hours in advance. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chair of that committee at least 24 hours in advance.

ARTICLE 16 Regional Chapters and Local Groups


16.1 Regional Chapters may be formed to represent DABR locally in order to advance the interests of DABR and the Democratic Party of the United States. They provide a forum for appropriate actions by their members, subject to the policies of the Democratic Party, Democrats Abroad, and DABR, and are governed by DABR.

16.2 Where membership numbers are not sufficient to establish a Chapter, a Local Group may be formed with as few as one (1) leader for the same purpose of advancing the interests of DABR and the Democratic Party.

16.3 If a Chapter or Local Group has a Vice-Chair, that person shall be of different sex than the Chapter Chair, in accordance with the policy of the Democratic Party.

ARTICLE 17 Bylaw Amendments

17.1 These bylaws may be amended by the affirmative vote of a simple majority of the votes cast by the members present in person, by teleconference or by electronic ballot at a regularly constituted and quorate general membership meeting of DABR. Written text of proposed Amendments shall be distributed with advanced notice of the general meeting where such amendments will be discussed or voted upon.

	Vice Chair & Acting Chair	June 4, 2020

Officer	Title	Date
_____	Secretary	June 4, 2020
_____	Title	Date
Officer		