

Democrats Abroad Canada Bylaws as Approved on February 28, 2021

ARTICLE I

The following text hereby constitutes the bylaws for the organization having as its name: Democrats Abroad Canada (hereinafter “DACA”).

ARTICLE II - Relationship to Democrats Abroad, Governing Documents

2.1 Country Committee

DACA is an unincorporated association and a constituent member and Country Committee of Democrats Abroad as defined in the Democrats Abroad Charter. Democrats Abroad is a non-profit association with its principal place of business in the District of Columbia and functioning as a state party of the Democratic Party of the United States.

2.2 Purpose

The purposes of DACA shall be to advance the interests and ideals of the Democratic Party of the United States and of Democrats Abroad as stated in the Charter of the Democratic Party and the Democrats Abroad Charter, to exercise the rights and obligations of a Country Committee under the Democrats Abroad Charter, and to provide a platform for appropriate action by its members and supporters in Canada.

2.3 Non-US Political Activity

Neither DACA nor any of its subdivisions may participate in any manner in the political activities of Canada or any country other than the United States of America and its constituent States.

2.4 Governing Documents and Paramountcy

DACA shall be governed by (i) these Bylaws and such rules and resolutions as the Board may adopt, and (ii) the Charter, Bylaws, rules, and regulations of Democrats Abroad and the Democratic Party of the United States. In the event of conflict between item (i) and (ii), the documents, rules and regulations of item (ii) shall prevail.

2.5 Amendments to Bylaws

These Bylaws may be amended by the affirmative vote of two-thirds of the members of DACA present at a regular or special meeting duly called and quorate. The written text of any proposed amendments shall be distributed to members by way of notice which shall be sent by email and posted on the website of DACA containing the full text of the proposed amendment at least thirty (30) days prior to the meeting where such amendments will be voted upon.

Article III - Members

3.1 DACA Membership

Persons eligible to join DACA shall meet the following qualifications: (i) be a citizen of the United States; (ii) be eighteen years of age or older by the next federal election subsequent to joining; (iii) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad; (iv) reside in Canada; and (v) shall not be a voting member of any other Democrats Abroad Country Committee.

3.2 Chapter Membership

Membership, voting and election to office in a Chapter (as defined in Article VII) is open to any member who resides in the vicinity of the Chapter or requests to be assigned to the Chapter, in the case where they live outside the Chapter vicinity. A member of DACA shall be a voting member of only one Chapter but may participate in activities hosted by other Chapters.

3.3 Personal Data

By becoming a member of DACA and Democrats Abroad, a member explicitly consents to the use of the information contained on the membership form for lawful purposes in furtherance of the objectives of the DACA, Democrats Abroad, and the United States Democratic Party. Membership commences once an individual provides the required information, such as: name, Canadian address, email, phone, and U.S. voting address.

Membership records shall be kept confidential, and they shall not be available to any person other than members of the DACA Board, Democrats Abroad, the United States Democratic Party, and members or staff of any of the foregoing in connection with Democrats Abroad activities. All individuals with access to membership data shall be required to sign and adhere to the terms of appropriate confidentiality agreements. No use of the membership database is permitted for purposes other than those related to the activities of the United States Democratic Party, Democrats Abroad, or DACA. 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.

Each member has the right to inspect and amend their own membership information as maintained in the membership database.

3.4 Membership Database

Membership records shall be maintained by the DACA Membership Secretary in conjunction with the IT Manager in a manner consistent with Democrats Abroad requirements and applicable data security laws. Certification that the DACA database is up to date shall be submitted each year to Democrats Abroad, no later than Democrats Abroad prescribes, in such form and format as Democrats Abroad shall require.

3.5 Diversity and Inclusion

Diversity and Inclusion are important values of the Democratic Party of the United States and Democrats Abroad and shall be prioritized in DACA's activities in a manner that is consistent with the United States Democratic Party's commitment to include and represent constituency groups, including but not limited to those historically under-represented in the Democratic Party's affairs

by virtue of gender, sexual orientation, socio-economic status, ability, race, ethnicity or other identities.

3.6 Terminating Membership

Any member shall cease to be a member if they withdraw from membership or no longer meet the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

Article IV - The DACA Board

4.1 Purpose of the Board

The Board shall govern the affairs of DACA as set out in this Article.

4.1.1 Elected Officers

The elected members of the Board with voting rights shall be: Country Chair, Executive Vice Chair, two Vice Chairs, Secretary, Treasurer, Counsel, Membership Secretary, IT Manager, Volunteer Manager, and Programs and Events Manager (collectively, the “Elected Officers”). Together, the Country Chair, Executive Vice Chair, two Vice Chairs, Secretary, Treasurer, and Counsel comprise the “Executive Committee”. Candidates for any of these elected Board positions must also stand for election as Democratic Party Committee Abroad (“DPCA”) Voting Representatives in accordance with Article IX of these Bylaws.

4.1.2 Appointed Officers

The Chair, in consultation with the Board, may appoint additional Officer positions, such as: GOTV Officer, Communications Officer, Chapter Liaison/s, Fundraising Coordinator, Social Media Manager, and other roles that may be added at the discretion of the DACA Board, (collectively, the “Appointed Officers” and together with the “Elected Officers”, the “Officers”).

4.1.3 Chapter Representatives to the Board

Each duly recognized Chapter of DACA is entitled to one Chapter representative on the DACA Board who shall be the Chapter Chair. Chapters may have additional elected chapter representatives with full voting privileges according to the following thresholds of verified members:

- (a) up to 1,999 verified members = one Chapter Representative;
- (b) 2,000-3,999 verified members = two Chapter Representatives;
- (c) 4,000 or more verified members = three Chapter Representatives.

In the event a Chapter has Co-Chairs and is only entitled to a single Chapter Representative, the Co-Chairs shall share the Chapter Representative responsibilities and have a single vote between them. If a Chapter is entitled to two or more Chapter Representatives, the first additional Chapter Representative shall be the Chapter Vice Chair or, in the absence of a Vice Chair, the next most senior Chapter officer. For clarity, if a Chapter has Co-Chairs and is entitled to two Chapter Representatives, then each Co-Chair shall serve as a Chapter Representative and each shall have one vote. The third Chapter Representative must be an elected Chapter officer and elected as a

Chapter Representative by the Chapter Board. Chapter Representatives shall take office at the next DACA Board meeting following their election and shall serve a two-year term.

4.1.4 Voting Rights

The Elected Officers, elected Chapter Chairs and other Chapter Representatives to the Board shall be members of the Board with full voting privileges.

The Appointed Officers, Chairs of Ad Hoc Committees, Caucus Chairs, and Local Interest Group Representatives shall have observer status and be able to participate in meetings of the Board without voting privileges.

DPCA Voting Representatives and Alternate Voting Representatives for DACA are also considered non-voting members of the DACA Board and are encouraged to attend Board meetings to stay informed of DACA issues and programs. DPCA Voting Representatives and Alternate Voting Representatives shall make best efforts to attend DACA Board meetings that concern DPCA-related business.

The immediate past Country Chair (provided that they are not otherwise disqualified) shall be an ex-officio member of the Board with full voting privileges for one two-year term. Any member of DACA who is also a member of the Democratic National Committee or an International Officer of DPCA shall be an ex-officio member of the Board with full voting privileges. Ex-officio members do not count toward quorum.

4.2 Gender Balance

To the extent practicable, the Officers shall be balanced as to gender. The Country Chair and the Executive Vice Chair shall be of different sexes, as declared by each candidate in advance of the election. For the purposes of these Bylaws, the term “sex” is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any province, state or federal jurisdiction within Canada or the United States of America.

4.3 Responsibilities of the Elected Officers

4.3.1 The Country Chair

The Country Chair (hereinafter referred to as “the Chair”) shall be the chief executive officer of DACA, shall call and preside at all meetings of members and of the Board, establish the agenda of such meetings, and shall be responsible for carrying out the programs, policies, and activities duly approved by the members and the Board. The Chair is also the primary Officer representing DACA in Democrats Abroad, is an ex-officio member of DPCA, and shall attend DPCA Global and Regional meetings to the extent practical or assign an alternate as necessary.

The Chair, Executive Vice Chair, and Vice Chairs with the advice of the other Officers may allocate between themselves the duties of the Chair.

The Chair or any Officer delegated by the Chair to do so shall be entitled to sit on all ad hoc committees, with full voting privileges.

Decisions or actions taken by the Chair may be overruled by a two-thirds majority of the Board.

The Chair shall also be responsible, jointly with the Treasurer, for oversight of DACA's financial affairs, including but not limited to serving as a signing authority on DACA's bank account and ensuring regular reporting to the Board on DACA's financial affairs.

The Chair has full voting rights on the DACA Board.

4.3.2 **Executive Vice Chair**

The Executive Vice Chair shall assist and support the Chair in the execution of the Chair's duties as provided in Section 4.3.1, and shall, in the absence of the Chair call and preside at meetings of members and of the Board. The Executive Vice Chair shall be an ex-officio member and represent DACA in DPCA at the Global and Regional level, shall attend meetings of such bodies to the extent practical, and shall report monthly to the Board the current activities of the Democrats Abroad leadership.

If the office of the Chair shall become vacant, the Executive Vice Chair shall assume the duties of the Chair. The Board shall appoint any replacement Officer necessary to carry out the duties of the Executive Vice Chair (including as a DPCA Voting Representative) provided that such person shall already be a duly elected and voting Officer-member of the Board. The Secretary will notify the Secretary of Democrats Abroad promptly upon the appointment of a replacement Executive Vice Chair and DPCA Voting Representative.

The Executive Vice Chair has full voting rights on the DACA Board.

4.3.3 **Vice Chairs**

The Vice Chairs, in addition to the shared responsibilities of the Chair allocated to the Vice Chairs in Section 4.3.1, shall monitor the activities of and support the Chapter Chairs and facilitate the implementation of the decisions of the Board insofar as they pertain to the Chapters.

The Vice Chairs have full voting rights on the DACA Board.

4.3.4 **Secretary**

The Secretary shall set agendas for meetings in consultation with the Chair. The Secretary shall also take and archive minutes of Board meetings and all Annual General Meetings and special meetings of the members and report to Democrats Abroad as required on the current list of members of DACA in collaboration with the Membership Secretary and IT Manager. The Secretary shall maintain and safeguard all files and administrative records of DACA. The minutes of all meetings shall be made available to all DACA members without undue delay after approval by the Board.

The Secretary has full voting rights on the DACA Board.

4.3.4 **Treasurer**

The Treasurer shall manage the finances of the organization together with the Chair, prepare financial reports for approval at monthly Board meetings, as well as budget and cash flow forecasts for approval by the Board. Additionally, the Treasurer shall request and receive financial reports from the Chapters, maintain financial records of DACA and the Chapters, make and maintain such additional financial reports as may be required by law, and have joint signature authority with the

Chair on all DACA bank accounts. All such records shall be available for review by the Board and by the International Treasurer of Democrats Abroad. The Treasurer shall consult with the International Treasurer of Democrats Abroad on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission, and any successor thereto).

The Treasurer shall prepare and present to the Annual General Meeting (“AGM”) of DACA a Statement of Income and Expenses and a Balance Sheet based on a fiscal year ending December 31.

The Treasurer shall be available to consult with Chapter and Caucus Chairs regarding fundraising activities for projects and activities and access to potential donors, in consultation with the Chair and other Officers as needed.

The Treasurer may also hold DACA funds and monies of participating Chapters in the DACA Bank account including funds donated through the DACA website, which can be designated to DACA or Chapters.

In the event donated funds are designated to specific Chapters, they are to be held In Trust by DACA and recorded as such in the DACA accounting and bookkeeping records. Such records and fund reporting are to be provided monthly to the Board and participating Chapters. Such Chapter funds held In Trust shall be administered and disbursed as authorized by the Chapter to which the funds belong. The DACA Treasurer is responsible for taking steps to minimize and/or avoid monthly fees and manage reporting.

The Treasurer has full voting rights on the DACA Board.

4.3.5 Counsel

The Counsel shall be a qualified legal practitioner available for consultation by the Board and the Chapters on legal and procedural questions relating to DACA and its activities. The Counsel shall consult with the International Counsel on relevant matters, including notably questions on voting issues and financial record keeping and DACA’s compliance with the rules of the United States Federal Elections Commission (and any successor thereto). The Counsel with the Chair shall ensure DACA is in compliance with Canadian laws and regulations. The Counsel shall report monthly to the Board on their activities.

The Counsel has full voting rights on the DACA Board.

4.3.6 Membership Secretary

The Membership Secretary, in consultation with the IT Manager maintains the DACA membership database by responding in a timely manner to member requests for changes, promoting new members and assigning them to chapters, and by using best practices to ensure data integrity, confidentiality, and accuracy. In coordination with the IT Manager, the Membership Secretary participates in the annual DACA membership verification process. The Membership Secretary provides statistical information to the DACA Board as required and collaborates with Chapters on membership issues and projects including the membership verification process. The Membership Secretary shall report monthly to the Board on matters related to DACA membership.

The Membership Secretary has full voting rights on the DACA Board.

4.3.7 IT Manager

The IT Manager shall be responsible for DACA’s information technology needs, including IT support for maintaining the membership database and for maintaining the operation and integrity of DACA’s and each Chapter’s email accounts, website, and other multimedia platforms. The IT Manager shall be familiar with and act as the administrator of the platform system or systems used by Democrats Abroad to maintain its membership. The IT Manager shall collaborate with the Membership Secretary during DACA’s membership verification exercises. The IT Manager shall advise the Board on available measures to protect the security of the database and communications against data theft and malicious infiltration and corruption. The IT Manager will consult from time to time with the Democrats Abroad IT team. The IT Manager shall report monthly to the Board on their activities.

The IT Manager has full voting rights on the DACA Board.

4.3.8 Volunteer Manager

The Volunteer Manager shall design and implement a strategy for recruiting, organizing, and developing volunteers for DACA programs and projects identified by the Board, as well as support the Chapters and Caucuses in recruiting, organizing, and developing volunteers for their programs and projects. The Volunteer Manager may share responsibilities with a committee, and shall collaborate with the Membership Secretary and IT Manager as necessary for contacting members, and updating membership records with volunteer-related information, etc. The Volunteer Manager shall coordinate and/or support volunteer outreach activities, respond to volunteer inquiries, and connect volunteers with the appropriate DACA leaders at the national, Chapter or Caucus level, as needed. The Volunteer Manager shall report monthly to the Board on their activities.

The Volunteer Manager has full voting rights on the DACA Board.

4.3.9 Programs and Events Manager

The Programs and Events Manager (the “P&E Manager”) shall design and coordinate the organization’s initiatives for member engagement, such as national town halls, debates and speaker events. The P&E Manager shall support the Board, Chapters, Caucuses and DACA committees in planning, organizing, and promoting events such as Global Presidential Primary voting centers, webinars, and social gatherings for membership engagement and development. The P&E Manager shall report monthly to the Board on their activities.

The P&E Manager has full voting rights on the Board.

4.4 Responsibilities of Certain Appointed Officers

As one of DACA’s core objectives is to register voters and reach as many members and potential members as possible and Democrats Abroad likewise engages in these activities, the roles of GOTV Officer, Communications Officer, and Social Media Manager require a high level of coordination with the Democrats Abroad Global team members and the DACA Board. To that end these Officers’ responsibilities are outlined below. However, nothing in Article 4.4 prevents the Chair from appointing additional Officers in accordance with Article 4.1.2.

4.4.1 **GOTV Officer**

The GOTV Officer shall be responsible for designing and supervising the execution of DACA’s national voter registration and GOTV strategy on multiple platforms including “on the ground” efforts and via social media. As such, this Officer may form a GOTV Committee for this purpose and will liaise with both the Global GOTV committee and with the persons responsible for GOTV activities in each Chapter. The GOTV Officer will be familiar with the relevant federal and state laws and regulations concerning absentee voting and voting from abroad, and they or their designee will be available to consult with members concerning voter registration requirements and deadlines in each State. The GOTV Officer shall report monthly to the Board on GOTV activities.

The GOTV Officer, if any, has observer status on the Board and is not a voting member.

4.4.2 **Communications Officer**

The Communications Officer shall be responsible for designing, implementing and coordinating the communications activities of DACA, including the international, national and local websites, use of social media, and press communications. The Communications Officer will collaborate with the other Officers and other DACA members having appropriate skills and experience to assist in the implementation of a coordinated communications strategy at a national and Chapter level. The Communications Officer will report to the Board monthly on activities undertaken and planned, and will collaborate with the Democrats Abroad Global communications team, particularly regarding talking points on sensitive issues.

The Communications Officer, if any, has observer status on the Board and is not a voting member.

4.4.3 **Social Media Manager**

The Social Media Manager shall be responsible for managing DACA’s social media accounts, and supporting Chapters with social media communications. The Social Media Manager shall report to and coordinate with the Communications Officer to ensure DACA social media communications are consistent with the Communication Officer’s and the Board’s overall communications strategy. The Social Media Manager shall report monthly to the Board on their activities.

The Social Media Manager, if any, has observer status on the Board and is not a voting member.

4.5 **Term of Office**

Elected Officers of the Board shall be elected every two years in odd numbered years. They shall be elected for a term expiring upon the election of their successor. No Officer may serve more than two consecutive terms in the same position. However, an incumbent Officer may be nominated and elected for a third term for the same office in the event that no other member agrees to be a candidate. No person may serve more than 12 years as Country Chair over a lifetime.

4.6 **Expiration of Term**

The terms of all elected Officers of the Board shall automatically expire upon the election of new members in accordance with the foregoing paragraph. The terms of any appointed committee officers shall expire upon expiration of the term or replacement of the appointing Chair.

4.7 Vacancies

Upon a vacancy of any Officer position, the Chair, in consultation with the Board, shall appoint a replacement as soon as practicable at a quorate meeting of the Board. In the case of a vacancy in the office of an Elected Officer, the Chair, in consultation with the Board, shall appoint as a replacement an Elected Officer, DPCA Voting Representative, or Alternate Voting Representative to fill the vacancy, except that the Executive Vice Chair shall fill the vacancy in the event the Chair's position is vacant. The appointee shall serve with full privileges of their office until the next AGM or special meeting where the members shall elect the position in accordance with Article XI. The Secretary will notify the Secretary of Democrats Abroad and the Regional Vice Chair promptly upon the replacement of an Elected Officer. If an Officer serves fewer than 365 days filling a vacancy, it does not count as a term for the purposes of Article 4.5.

Article V - Board Responsibilities and Meetings

5.1 Responsibilities

The Board shall be responsible for the conduct of DACA's affairs in accordance with Canadian law, these Bylaws, resolutions of the Board and the members, and the Charter, Bylaws, rules and regulations of Democrats Abroad and the Democratic Party of the United States.

5.2 Schedule of Meetings and Voting

Meetings of the Board shall be held at least once every calendar month if practical. The Secretary shall notify the members of the Board quarterly in advance of the time and place of each scheduled monthly meeting. Special meetings of the Board may be called by any four members of the Executive Committee. The Board may act in meeting, by telephone, by video conference, by email, or by other written or electronic means. Decisions taken by the Board shall be by simple majority vote of those present in person; presence in person includes participation by approved real-time electronic means at any quorate meeting of the Board; or if such vote is taken by email or other written form, by simple majority of the entire Board. In the event of a tie, the Chair shall have the deciding vote.

5.3 Quorum; Proxies

A quorum of the Board shall be present in person at any meeting in order to make decisions and shall consist of at least one third of the voting members of the Board, provided that to constitute a quorum those present shall include the Chair or the Executive Vice Chair or a Vice Chair. A member shall be counted as present if physically present or connected by telephone, video conference or other similar electronic means allowing full participation in the deliberations of the meeting. Proxies shall not be permitted.

5.4 Notice of Meetings; Action Without Meeting

Written notice of meetings shall include a description of resolutions or other action proposed to be taken. The Secretary shall issue such notice to all members of the Board (voting and non-voting) by email at least five days prior to regular or special Board meetings, provided that a shorter notice period (not less than two weekdays excluding public holidays in Canada) may be determined by the Chair if circumstances require for special meetings. In exceptional circumstances determined by the Chair, action taken at a meeting of the Executive Committee with less than five days' notice, or written resolutions adopted by Board members in the absence of a meeting, may be subsequently

ratified by majority vote at the next duly noticed and quorate meeting of the Board and treated as action taken at a meeting duly called and quorate. Likewise, in exceptional circumstances determined by the Chair, the Chair may incur incidental expenses without prior Board approval as necessary to implement the decisions of the Board. However, expenditures of more than \$250 may not be authorized or incurred without a duly noticed meeting and vote by the Board.

5.5 Code of Conduct

Members of the Board are expected to adhere to the Democrats Abroad Code of Conduct and other procedures and policies defined by Democrats Abroad.

5.6 Open Meetings

Meetings of the Board shall be open to DACA members unless the Chair or presiding Officer determines that it is in the best interest of DACA to limit participation to Board members for certain matters. The schedule of regular committee meetings shall be announced in advance to the general membership. Minutes of meetings shall be provided to the Secretary and minutes of open meetings will be distributed to DACA members on request. Deliberations taken at open meetings shall be broadcast by telephone conference or on-online media wherever practical.

Article VI - Committees

6.1 Ad Hoc Committees

The Board may by resolution create one or more ad hoc committees, with such functions and responsibilities as it shall designate. Ad hoc committees shall coordinate with appropriate Officers of the Board as needed.

6.2 Committee Chair Appointments

The Chair shall appoint or remove the chairs of the ad hoc committees (the "Committee Chairs"), which shall be subject to approval at the meeting of the Board next following such appointment or revocation. The membership of each such committee shall be selected by the Committee Chair and notified to the Country Chair and Secretary.

6.3 Expiration of Committee Chair Terms

The terms for all Committee Chairs shall automatically expire upon the election of a new or replacement Board.

6.4 Open Meetings

All committee meetings shall be open to members of DACA unless the Committee Chair determines that it is in the best interest of the committee to limit participation to committee members. To the extent practicable, committee meetings shall be announced in advance to the general membership. Minutes of meetings shall be provided to the Secretary and minutes of open meetings will be released to DACA members on request.

6.5 Committee Reports

Committee Chairs shall periodically report on committee activities to the Board. Each committee shall prepare an annual report for distribution to the membership prior to the AGM.

6.6 Quorum at Committee Meetings; Notice

A majority of the members of the committee shall constitute a quorum for all committee meetings. To the extent practicable, notice of committee meetings shall be given three days in advance of the meeting.

Article VII - Chapters and Local Interest Groups

7.1 Chapters

For internal administrative purposes and regional coordination of DACA, the Board may designate certain regions within Canada as Chapters in recognition of membership growth and population. Chapters represent DACA regionally in order to advance the interests of DACA, Democrats Abroad, and the Democratic Party of the United States. Chapters shall support the DACA Board in advancing its initiatives and provide a forum for member engagement and GOTV activities at a local level. DACA is ultimately responsible for ensuring Chapter compliance with all applicable laws in accordance with the Democrats Abroad Charter.

7.2 Establishment of Chapters

A Chapter must have at least 100 verified members. The Board may from time to time within its discretion create additional Chapters on its own initiative or acting on the recommendation of an existing Chapter. Upon recognition of the Chapter by the DACA Board, the provisionally appointed Chair shall be the Chair of the Chapter until an election at an AGM of the Chapter, held no later than the next regular election cycle for Chapter officers.

7.3 Chapter Rules

Chapters may adopt written rules or their own operating bylaws concerning membership and/or procedural matters deemed by the Chapter to be necessary or desirable (for example, for purposes of complying with Canadian registration requirements or to gain access to local resources, and all other matters necessary to operate as a Chapter). Such bylaws and any amendments will be subject to the approval of the DACA Board.

Such operating bylaws or regulations constructed by each Chapter shall be governed by: (i) these Bylaws and such rules and resolutions as the DACA Board may adopt; and (ii) the Charter, Bylaws, rules and regulations of Democrats Abroad and the United States Democratic Party. The DACA Bylaws; the DA Charter and Bylaws; and the Charter, Bylaws, rules and regulations of the United States Democratic Party shall prevail and enjoy paramountcy in the event of a conflict with a Chapter rule or bylaw, in accordance with Article 2.4 of these Bylaws. In the event a Chapter does not adopt its own written rules or operating bylaws, these Bylaws shall apply with the necessary changes to account for the differences in circumstance.

7.4 Chapter Chairs

The Chapter Chair shall, in coordination with the Board of DACA, be the chief executive officer of the Chapter, shall call and preside at all Chapter meetings, establish the agenda of such meetings,

or delegate establishment of the agenda to the Secretary of the Chapter, and generally shall have responsibility for all Chapter activities approved by the Board in support of the mission of DACA. Chapter Chairs, with the advice of the other officers may allocate the duties of the Chapter Chair with the Chapter Vice Chair or Chapter Co-Chair, as the case may be. However, the Chapter Chair shall be responsible for the Chapter's financial affairs in accordance with Article 7.6 of these Bylaws.

7.5 Chapter Membership

DACA members shall be assigned by the Membership Secretary to the Chapter closest to their residential address based on their postal code but may request that the Membership Secretary assign them to a different Chapter. Chapters, along with the Membership Secretary, share responsibility for membership verification activities.

7.6 Chapter Treasurers and Bank Accounts

Chapters may hold their own local funds in a Chapter bank account if available through a bank or trust company of their choice. However, such funds cannot be held by a member personally nor a member's business account but can be dealt with by way of a trust account. The Chapter Chair shall be responsible, jointly with at least one additional Chapter officer, for oversight of the Chapter's financial affairs, including but not limited to serving as a signing authority on the Chapter's bank account and ensuring regular reporting to the Chapter officers and DACA Treasurer on its financial affairs.

Any Chapters that hold local funds are responsible for taking steps to minimize and/or avoid monthly fees and manage reporting. Notwithstanding the foregoing, all financial matters concerning Chapters shall be under the review and supervision of the Chair and Treasurer of DACA, who shall take into consideration the budget sources, and proposed uses of funds relating to any Chapter.

7.7 Chapter Officers

Each Chapter shall, in accordance with Article 11, elect a Chapter Chair and as many additional officers as the Chapter deems necessary. Though not required, it is recommended that each Chapter have a Vice Chair, a Secretary, a Treasurer and a Membership Secretary. If a Chapter has a Vice Chair or a Co-Chair in addition to a Chair, they shall be of different sex in accordance with the gender balance policy of the Democratic Party and DPCA.

7.8 Meetings

The officers of Chapters shall meet at least monthly if practical. The Secretary, or another officer if the Chapter does not have a Secretary, shall record and make minutes of regular meetings available to Chapter members and deliver them to the DACA Secretary. The Chapter Chair or Co-Chairs as the case may be, as well as Chapter Representatives, shall endeavor to participate in all scheduled meetings of the DACA Board.

7.9 Voting Stations and GOTV Activities

Chapters shall be responsible for managing local voting stations during DA's Global Presidential Primaries (subject to the terms of the applicable DPCA Delegate Selection Plan and any other applicable DPCA rules or policies), participating in GOTV activities, and distributing campaign

information to interested parties. Chapter activities may also include social, outreach, education, fundraising and other activities, including participation in coordinated national events.

7.10 Local Interest Groups

In some less densely populated areas, there may not be enough members to meet the required number to form a full Chapter; the nearest Chapter may be at an unreasonable distance for active participation; or Chapters may temporarily lack leadership. In these circumstances, a Local Interest Group (“LIG”) may be formed and is encouraged to have a non-voting representative (“LIG Representative”) participate in Board meetings. LIG Representatives are not counted to determine quorum for Board meetings.

7.11 Chapter and Local Interest Group Communications and Social Media

Chapters and LIGs may communicate with their members and third parties by email, web postings, social media, and other means in accordance with Democrats Abroad and DACA rules and policies. To the extent Chapters or LIGs create social media accounts that reference the Democrats Abroad name and/or brand to communicate on behalf of the Chapter or LIG as the case may be, such accounts are subject to approval and oversight by DACA and Democrats Abroad. Chapters and LIGs with social media accounts shall grant administrative access to the DACA Chair, their designee, and/or any other designee as required by Democrats Abroad. DACA shall have ultimate authority for such accounts to ensure adherence to DACA and Democrats Abroad rules and policies and continuity during and after changes in Chapter and LIG leadership.

Article VIII - Caucuses

8.1 Establishment of Caucuses

A “Caucus” means a group of DACA members created consistent with the United States Democratic Party’s commitment to include and represent constituency groups, including but not limited to those historically under-represented in the Democratic Party’s affairs. Caucuses may be formed at the DACA or Chapter level, respectively “DACA Caucuses” and “Chapter Caucuses.” All DACA Caucuses are open to all DACA members, and all Chapter Caucuses must be open to all Chapter members. New Caucuses are subject to approval of the DACA Board or their local Chapter Board, as applicable.

8.2 Meetings

DACA Caucuses are encouraged to have quarterly and annual meetings open to all members of the Caucus. An officer or member of the Caucus shall record minutes, make them available to Caucus members, and submit them to the Chapter Secretary or DACA Secretary, as applicable.

8.3 Caucus Chairs

Caucus Chairs are appointed by their Chapter Chair or the DACA Chair, respectively.

The DACA Caucus Chairs shall have responsibility for all Caucus activities approved by the Board in support of the mission of DACA, including coordinating the meetings and activities of the Caucus, endeavoring where practical to build a Caucus presence in each of the Chapters of DACA, providing monthly reports to the Board and endeavoring to attend meetings of the Board.

The Chapter Caucus Chairs shall have responsibility for all Caucus activities approved by the Chapter in support of the mission of DACA, including coordinating the meetings and activities of the Caucus, providing monthly reports to the Chapter Board and endeavoring to attend Chapter Board meetings.

8.4 Caucus Communications and Social Media

DACA Caucuses may communicate with their members and third parties by email, web postings, social media, and other means in accordance with Democrats Abroad and DACA rules and policies. To the extent DACA Caucuses create social media accounts that reference the Democrats Abroad name and/or brand to communicate on behalf of the Caucus, such accounts are subject to approval and oversight by DACA and Democrats Abroad. DACA Caucuses with social media accounts shall grant administrative access to the DACA Chair, their designee, and/or any other designee as required by Democrats Abroad. DACA shall have ultimate authority for such accounts to ensure adherence to DACA and Democrats Abroad rules and policies and continuity during and after changes in Caucus leadership.

Article IX - DPCA Voting Representatives and Alternate Voting Representatives

9.1 Allocation of DPCA Voting Rights

The Charter of Democrats Abroad provides for participation of DACA and other Country Committees in certain DPCA conventions, meetings and candidate and policy selection. Membership in the DPCA and voting rights are allocated to the Chair, the Executive Vice Chair, and DPCA Voting Representatives elected by the members of DACA at the AGM. In accordance with the Democrats Abroad Charter, Alternate DPCA Voting Representatives are members of the DPCA, may attend DPCA meetings, and hold proxies for DPCA Voting Representatives, but do not have voting rights.

The number of DPCA votes allocated to DACA is based upon a calculation made by the Executive Committee of Democrats Abroad pursuant to the Charter of Democrats Abroad and notified to the Board annually. In accordance with the Charter of Democrats Abroad, the Chair shall have one vote, the Executive Vice Chair shall have one vote, and the remainder shall be distributed among the DPCA Voting Representatives, with one vote each. The Chair and Executive Vice Chair and all DPCA Voting Representatives shall be present in person, by teleconference or by proxy at all DPCA meetings at which they are eligible to cast votes. Alternate DPCA Voting Representatives shall attend such meetings to the extent practicable.

9.2 Notice of DPCA Voting Rights Allocation

Once Democrats Abroad determines DACA's voting allocation and the number of DPCA Voting Representatives allocated to DACA is known, the Board will notify the Nominations and Elections Committee ("NEC"). The NEC should endeavor to issue the call for candidates and conduct the election for DPCA Voting Representatives and Alternate Voting Representatives after receiving such notice of DACA's DPCA voting allocation and in accordance with Article XI of these Bylaws. If the total number of DPCA votes allocated to DACA should nonetheless come to exceed the number of elected DPCA Voting Representatives in a given year, or if a DPCA Voting Representative leaves a post vacant for whatever reason, then such vacancy shall be filled pursuant to Article 9.7 (Voting Representatives Vacancies) below.

9.3 **Election of DPCA Voting Representatives and Alternate Voting Representatives**

Together, the total number of Elected Officers and DPCA Voting Representatives elected must equal the number of DPCA votes allocated to DACA. Two Alternate Voting Representatives shall also be elected. DACA members will vote for the Elected Officers, the applicable number of DPCA Voting Representatives, and two Alternate Voting Representatives.

DPCA Voting Representatives and Alternate Voting Representatives are required under the Democrats Abroad Charter to be elected in accordance with the gender balance rules of Democrats Abroad. Candidates for Elected Officer positions must also run for a DPCA Voting Representative position, and upon their election as Officers, automatically become DPCA Voting Representatives.

To elect the remaining DPCA Voting Representatives and the Alternate Voting Representatives, the NEC will create a slate of female, male, and non-binary candidates according to each candidate's declared sex. After the NEC has declared the election of the Elected Officers: (i) the Elected Officers' names, if appearing on the slate of DPCA Voting Representatives will be removed; and (ii) based on the gender distribution of the Elected Officers (according to each candidate's declared sex), the DPCA Voting Representative candidates with the most votes shall be declared winners such that the DPCA voting representation is gender balanced. The two Alternate Voting Representatives with the most votes shall be elected from the remaining DPCA Voting Representative candidates such that gender balance is preserved.

In the event a candidate for DPCA Voting Representative or Alternate Voting Representative is non-binary, they shall not affect gender balance, and the remainder of the delegation shall be evenly divided to the extent practicable. If the total number of DPCA Voting Representatives in a given year is an odd number, the DPCA Voting Representative candidate with the most votes will fill the remaining vacancy.

9.4 **Responsibilities**

DPCA Voting Representatives and Alternate Voting Representatives are responsible for participating in certain DPCA conventions, meetings, and policy-related decision-making, and staying up-to-date on DPCA activities, including meetings and matters for deliberation. To that end, DPCA Voting Representatives and Alternate Voting Representatives are encouraged to attend DACA Board meetings. DPCA Voting Representatives and Alternate Voting Representatives have no right to vote on Board business, unless they hold another position that grants such voting rights.

9.5 **Proxies**

In the event that any DPCA Voting Representative is permitted and required by circumstances (absence, illness, scheduling conflict, etc.) to issue their voting proxy to another DPCA Voting Representative or Alternate Voting Representative, such DPCA Voting Representative will provide timely notice as required per DPCA and/or DACA procedures. Any additional rules for proxies established by DPCA shall be respected.

9.6 **Terms**

DPCA Voting Representatives and Alternate Voting Representatives shall be elected at the same time as the Elected Officers, every two years in odd numbered years. They shall be elected for a term expiring upon the election of their successor.

9.7 Vacancies

Vacancies of Elected Officers shall be filled in accordance with Article 4.7 of these Bylaws. DPCA Voting Representative vacancies shall be filled by an Alternate Voting Representative, whose declared sex maintains gender balance at the next quorate meeting of the Board. In the event that both Alternate Voting Representatives' declared sex would maintain gender balance, the Alternate Voting Representative who received the most votes in the election shall fill the vacancy. Alternate Voting Representative vacancies shall remain unfilled until the next AGM or special meeting to elect the position.

Upon removal of any DPCA Voting Representative, an Alternate Voting Representative shall be designated as their replacement simultaneously with such removal by the Board. The replacement DPCA Voting Representative shall serve with the full privileges of their office until the next AGM where the members shall elect the position.

Article X - Other Representatives to DPCA

In addition to the Voting Representatives, the members of DACA shall elect such other representatives to DPCA as is required or permitted by the Democrats Abroad Charter, including pursuant to any plan adopted by Democrats Abroad and/or DPCA for the purposes of sending a delegation to any Democratic National Convention or conference.

Article XI - Elections

11.1 DACA Nomination and Election Committees and Teller

Each election, including election of DACA Officers, DPCA Voting Representatives and Alternate Voting Representatives, shall be administered by a Nomination and Election Committee ("NEC"), appointed by the Country Chair in consultation with the Board. NECs will have an appointed chair, and a minimum of four members.

NECs will normally be appointed in the fourth quarter of each even-numbered year. In performing its tasks, the NEC shall be mindful of the desirability of promoting diversity among the candidates. No member of the NEC may be a candidate in the elections administered by it. The NEC shall call for candidacies, oversee the election, and make a report to the DACA Board

At the same time the NEC is appointed, the Country Chair shall appoint a Teller of Elections ("Teller") to collect and count the ballots and report the results of the election at the AGM. The Teller may but is not required to be a member of the NEC, but cannot be a candidate for election.

The Secretary shall submit the results of the election and the minutes of the AGM or such other special meeting to the Vice Chair Americas and to the Secretary of the DPCA within 15 calendar days of the election.

11.2 DACA Officers and DPCA Voting Representatives and Alternate Representatives

For DACA Officers and DPCA Voting Representative and Alternate Representative Elections, any member of DACA may declare their candidacy for any office for which the member is eligible at any time by giving notice thereof to the chair of the NEC on or before the deadline set by the NEC and announced to members in accordance with these Bylaws. Any member of DACA may be nominated by another member of DACA or may self-nominate for DACA Officer or DPCA

Voting Representative positions. For clarity, any member nominated for a DPCA Voting Representative position is automatically eligible for election as an Alternate Representative. Any member failing to give timely notice as herein provided shall not be eligible for inclusion on the ballot.

Candidacy declarations for DPCA Voting Representative shall include an acknowledgement of the duties of DPCA Voting Representatives and an undertaking to participate in person or by teleconference in Democrats Abroad meetings at which DPCA Voting Representatives are expected to participate or to cast votes.

11.3 Chapter Elections

In the fourth quarter of each even-numbered year, each Chapter Chair shall appoint a Chapter NEC, consisting of members who are not running for elected office, to conduct Chapter elections. Elections of Chapter officers shall be held promptly following a Chapter's admission and thereafter during each odd-numbered year, no later than March 15. Chapter NECs will have an appointed chair, and a minimum of three members.

At the same time the Chapter NEC is appointed, the Chapter Chair shall appoint a Teller to collect and count the ballots and report the results of the election at the AGM or other special meeting, as the case may be. The Teller may but is not required to be a member of the Chapter NEC, but cannot be a candidate for election.

Chapter elections shall be conducted and held pursuant to the processes set out in these Bylaws with respect to Chapters and the Chapter's bylaws (if any). For clarity, in the absence of Chapter bylaws, the Chapter election process shall be consistent with the procedures for elections of DACA Officers with the necessary changes to account for differences in circumstance. To the extent a Chapter has bylaws, they shall not contravene the electoral procedural guarantees set out in Article XI of these Bylaws, including the requirements set out in Article 11.3-11.12.

The Chapter Secretary, or Chair in the absence of a Secretary, shall submit the results of the election and the minutes of the AGM or special meeting to the Country Chair and to the Country Secretary within 15 calendar days of the election.

11.4 Function of Nominations and Elections Committees

Each NEC shall ensure, with the assistance of the Board or Chapter Officers as the case may be, that all members of DACA or the Chapters are fully informed of the opening of the nominations process and of the elections. Members shall be informed by email and by posting the details on the DACA website. The NEC shall evaluate the qualifications and confirm the eligibility of candidates and prepare a slate of candidates for each office, which will constitute the ballot. The NEC shall conduct its work in an unbiased manner, taking care to ensure fair and equitable access for all candidates, and avoiding any actual or appearance of preference among the candidates.

11.5 Call for Candidates and Notice of Election

The NEC shall issue a call for candidates no less than 60 days in advance of an election. The call for candidates shall set out the requisite qualifications for each office to be elected and may request written candidacy statements. Candidacy statements may be in written or multimedia format, in conformity with the content, length and standards the NEC may in advance determine. For Officer positions requiring specific competencies and skills, the NEC may require that candidacy

statements include relevant educational and professional credentials and work experience. For DPCA Voting Representative positions the NEC may require the candidacy statement to include an undertaking by the candidate if elected to participate and vote in DPCA meetings and to remain current on Democrats Abroad activities and issues upon which they may be required to deliberate and vote. In the event there is no nomination for a position, nominations for that position may be made from the floor during the meeting.

Each candidate for election may provide the NEC a statement of candidacy no later than 45 days preceding the election.

The NEC shall give notice of an election no less than 30 days in advance of the election by email and by posting on the DACA website. Such notice shall provide the date and time of the meeting, the names of all candidates for election, the statements of candidacy, such contact information as the candidate wishes to make public, and the means for voting and attending the meeting.

The electronic ballot will be sent by email at least 21 days prior to the election to all members of DACA for whom an email address is on file.

11.6 Conduct of Elections

All elections may be conducted, to the extent practicable as determined by a vote of the NEC, by secure electronic vote permitting the identification by name of each voting member and the votes cast by such voting members. In keeping with the rules of the Democratic Party, all ballot material must be signed by the voter for the vote to be counted. In the case of a paper ballot, the voter must sign their name on the ballot. In the case of an electronic ballot, the voter must type their name twice, which constitutes their signature. Electronic ballots must be sent from the email address on record with the DACA.

No vote shall be cast by proxy. The Teller will count the ballots confidentially prior to the AGM or special meeting to determine the outcome. In the case of DACA elections, the Secretary shall submit the results to the DPCA Secretary and Regional Vice Chair.

11.7 Nominations from the Floor

Only in the instance where an office to be elected does not have declared candidates at the end of the nomination period, will nominations be accepted from the floor during the AGM or special meeting. Only members in attendance at the AGM or special meeting, either by teleconference or in-person, are eligible to vote.

11.8 Deadline to Receive Ballots

All ballots must be returned to and received by the Teller at least 24 hours prior to the time of the AGM or special meeting. Ballots that are not received by the deadlines set in this Article shall be disregarded by the NEC; provided, the NEC may make such exceptions as it deems reasonable based upon events or circumstances such as labor strikes, or natural or human-caused disasters that disrupt postal delivery service in Canada.

11.9 Election Determined by Majority Vote

All elections shall be determined by a simple majority of the members voting. If there is a tie vote, a subsequent vote shall be held at the AGM or special meeting among the members in attendance.

11.10 Rules and Procedures

The NEC shall have authority to establish such rules and procedures for the distribution, receipt and tabulation of ballots as the NEC deems necessary for the conduct of elections.

11.11 Security

Voted ballots shall remain unopened until the date the NEC designates to meet and count the votes with the aid of the Teller(s). Such meeting date shall be no more than 24 hours in advance of the AGM or special meeting at which the election results will be announced. The Teller shall safeguard and retain voted ballots for 90 days.

11.12 Challenges to Elections

- (i) Challenges to the election of any office holder or DPCA Voting Representative or Alternate Representative shall be submitted to the NEC, which shall, if necessary, refer the matter to the newly-elected Board for resolution. The individuals whose election is subject to challenge shall recuse themselves from the deliberations and any meetings to address the challenge. If the newly elected Board cannot achieve a quorum without the individuals whose election is subject to challenge, the NEC shall refer any challenges in respect of DACA elections to Democrats Abroad and challenges in respect of Chapter elections to the DACA Board for decision or an opinion as to how to adjudicate the challenge. The NEC shall cooperate with the Board or, as the case may be, Democrats Abroad in adjudication of any challenge to any elections.
- (ii) Such challenges shall be filed no later than thirty (30) days following the election being challenged by written notice to the NEC. The NEC shall promptly inform the person whose election is being challenged as well as the Board or the Chapter Chair, as the case may be. In determining any such challenge, the NEC shall use the rules adopted by Democrats Abroad for such challenges, with necessary changes to reflect the different circumstances.

Article XII - Meetings

12.1 Method of Holding Meetings

General and special meetings of the membership and meetings of the Board, the Chapters, the Caucuses, NECs and any committee established pursuant to these Bylaws, may be held in person or by telephone, video conference, internet-conference or other comparable electronic means, provided in all cases that the technology for conducting the meeting is available to all voting members and permits an adequate means of access to deliberations. Special care should be taken to ensure equitable access in meetings that have both in-person and virtual attendance.

12.2 DACA Membership Meetings; Annual General Meeting

The DACA membership AGM shall be held on or before March 30th of every year. The Secretary shall ensure notice of the date, place, and agenda of such meeting is sent by email and posted on the DACA website at least 30 days prior to such meeting. At the AGM, the Chair, Secretary, and Treasurer shall report on the activities and financial activities of DACA since the previous AGM, along with such other reports as the Board may deem appropriate.

12.2.1 Special Meetings

Special meetings of the general membership may be called by the Board (by vote of at least five Officers including the Chair, the Executive Vice Chair, or a Vice Chair) or 20 other members who request such a meeting in writing and state its purpose. Special meetings may be held on not less than five days' notice, and where possible 15 or more days' notice. However, any meeting at which an election shall take place must comply with the notice requirements in Article XI, and the Secretary shall ensure that notice of the date, place, and agenda of such meeting is sent by email and posted on the DACA website at least 30 days prior to such meeting.

12.3 Conduct of Meetings; Robert's Rules of Order Revised

All meetings of the members of DACA will be conducted in accordance with and in the following order of priority in the event of a conflict: (i) these Bylaws, (ii) any applicable Resolutions or rules adopted by the Board and (iii) the latest edition of Robert's Rules of Order Revised; it being provided that working, planning and similar meetings need not be conducted according to Robert's Rules of Order Revised if it is deemed by the members of the body participating in such meetings to be appropriate to dispense therewith. If applicable to the meeting, the presiding officer shall determine the application of the rules of priority or shall designate a competent participant to do so.

12.4 Voting at Meetings

At meetings of the members, each member shall be entitled to cast one vote on any item on the agenda or otherwise brought before the meeting and requiring a vote. Voting in all meetings at which official business is conducted may be by show of hands, roll call, written ballot or electronic means (e.g., by email), and in all events shall be open and may not be secret and, if in written format, must be signed either physically or electronically in order to permit identification of the person voting and inspection by all interested parties. Except as otherwise provided herein, all decisions shall be by simple majority of the votes cast.

12.5 Quorum

The quorum required for any meeting of the DACA membership at which official business is conducted shall be at least 20 members. A member shall be counted as present if physically present or connected by telephone, video-conference or other similar electronic means allowing access to the deliberations of the meeting. No vote shall be taken at any meeting at which a quorum is not present or for which notice in accordance with these Bylaws has not been duly given.

Article XIII - Proxy Voting

13.1 Board Meetings

Except as otherwise provided in Article 9.5 of these Bylaws or the Charter of Democrats Abroad in respect of the use of proxies by Officers and DPCA Voting Representatives, voting proxies are not permitted within DACA.

13.2 **Voting in Single Capacity**

No member of any committee (including the Board) shall be entitled to vote at meetings of such committee in more than one capacity.

Article XIV - Resignation; Removal from Office or Membership

14.1 **Resignation from Office; Withdrawal from Membership; Cessation of Residence**

- (i) Any DACA office holder (whether at the Country or Chapter or Caucus level) may resign by written (including email) notice given to the Chair or Secretary or the Chapter Chair as appropriate.
- (ii) Any DACA member may withdraw from membership at any time by written notice to any office holder.
- (iii) A member of DACA who ceases to have a residence in Canada shall be deemed to have withdrawn from DACA, provided that if such person is a member of the Board or is an officer of a Chapter such withdrawal shall not be effective until such person either resigns or is removed from office on the basis that they are no longer qualified to be a member of DACA.

14.2 **Removal from Office or Membership for Cause**

- (i) Any Officer who misses three consecutive regularly called meetings of the Board may be removed from office by a two-thirds vote of the entire Board, whether in person, by telephone or teleconference, at an AGM or special meeting at which the question of such removal is on the agenda sent out in advance and at which the elected Board member is given due opportunity to explain the reasons for their absence.
- (ii) After notice and opportunity for hearing and upon grounds found by two-thirds of the Board present and voting to constitute good and sufficient cause, the Board may remove any member of DACA from any office that such officer may hold in DACA (including without limitation any elected office) and/or membership in DACA. Conduct that constitutes “good and sufficient cause” includes but is not limited to: (a) speaking against the host country while purporting to speak on behalf of DACA or Democrats Abroad; (b) soliciting funds or in-kind services from non-U.S. citizens; and (c) violating the DPCA Code of Conduct.
- (iii) Pursuant to the Charter of Democrats Abroad, the Chair or Executive Vice Chair of DACA may be removed from membership in Democrats Abroad. In this event, the Chair or Executive Vice Chair shall also be removed from office in DACA automatically and the vacancy created by such removal shall be filled promptly by the Board from other members of the Board, such person(s) to serve until the next elections conducted under Article XI.
- (iv) The rules for such hearing shall be those from time to time in effect with Democrats Abroad and shall provide for the right to an adequate defense.
- (iv) Hearings for removal shall be closed to the DACA membership unless the member subject to the proceedings demands that the hearing be open to the DACA membership.

Article XV - Transition Provisions

These Bylaws shall be effective immediately upon adoption but will not be retroactive in effect. Without limitation, the current DACA Officers and DPCA Voting Representatives elected for two-year terms at the previous election may continue to serve in the capacity for which they were elected. Individually and collectively such Officers and members of the Board shall have the powers and responsibilities provided under the Bylaws in effect prior to the adoption of these Bylaws until such time as the Officers provided under these Bylaws are elected at the AGM in 2021. In the event any Officer withdraws from office prior to the election of new officers at the AGM in 2021, such Officer will be replaced in accordance with the procedures set forth in these Bylaws but the title, powers and duties of the office under the prior Bylaws will not be affected.

Likewise, without limitation, Chapter officers elected prior to the adoption of these Bylaws may continue to serve in the capacity for which they were elected until the next Chapter AGM, which shall be governed by these Bylaws, except that any Chapter elections that were noticed by a Chapter NEC prior to the adoption of these Bylaws shall proceed in accordance with the DACA Bylaws approved March 31, 2019. However, for clarity, as of the date of their adoption, these Bylaws shall govern the Chapters in all other respects with the necessary changes to take into account the difference of circumstances.

Adopted by vote of the members on the 28th day of February, 2021.

Attest:

Chair

Secretary