

DEMOCRATS ABROAD CHILE

BYLAWS

adopted on April 11, 2011

Article I: Organization

These Bylaws govern an organization having as its name Democrats Abroad Chile, which shall be known hereafter as DAC or DACHile.

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 and ideals of the Democratic Party of the United States (the "Democratic Party") and of Democrats Abroad, as stated in the Charter of the Democratic Party (currently Section 17) and the Bylaws of Democrats Abroad and to provide for appropriate action by its supporters residing in Chile.

Article III: Members

3.1 Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are residents in Chile. A member who by her or his actions demonstrates that she or he no longer subscribes to the | of the United States and of Democrats Abroad may be excluded from membership by a two-thirds vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has had reasonable notice (no less than 30 days) of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee. Upon request, new or potential members will be provided with an annex that contains the principles of the Democratic Party.

3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in Chile shall be represented within the organization.

3.3 The current list of members as maintained by the Secretary pursuant to Article VIII shall be delivered to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA shall from time to time require.

3.4 To join Democrats Abroad Chile, the member must complete a membership form using such paper or other medium (e.g., on-line form) as the Executive Committee shall from time to time make available including information on the member's name, mail and email addresses, telephone and fax numbers and U.S. voting district State and other information contained on the membership form.

3.5 By becoming a member of Democrats Abroad Chile the member consents to the delivery of his/her name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and other information contained on the membership list of the organization to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in Democrats Abroad Chile automatically results in membership in Democrats Abroad.

3.6 Each member has the right to inspect and correct the member's data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the database manager. The membership records shall be maintained by the Secretary in such a manner in order to protect the information therein, pursuant to applicable data protection rules. 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 Democrats Abroad Chile. 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 IV: Cessation of Membership

4.1 Any member shall cease to be a member if he/she no longer meets the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

4.2 Any member may voluntarily terminate membership by written notice to a member of the executive committee. Such termination is effective immediately.

4.3 A member, who shall cease to have his or her residence in Chile, shall be deemed to have resigned effective upon his or her change of residence.

4.4 The following actions are conditions for revocation of DA Chile membership:

- a) Acting in such a manner that demonstrates that the member no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad;
- b) Using contact information provided by other members for any purpose other than those related to DA Chile;
- c) Using contact information provided by other members for the purposes of campaigning for office or soliciting votes or proxies;
- d) Using the activities of DA Chile for personal financial gain.

Any member accused of violating one of the previously mentioned infractions may be excluded from membership by a majority vote of the DACHile Executive Committee; provided however that such vote may only be taken after the member has been reasonably notified of the Executive Committee's intention to exclude the member, and said member has had reasonable opportunity to contest the proposed action by the Executive Committee.

Article V: Officers

The Executive Committee of the organization shall be the following officers: Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. An effort shall be made to promote diversity among the elected officials.

Article VI: 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, establishing the agenda of such meetings, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex-officio on all committees and subcommittees of the organization including Standing Committees, with full voting privileges. The Chair may appoint and remove deputies, assistant officers, honorary Officers, committee leaders, 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 VII: Vice-Chairperson

In the 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.

Article VIII: 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 of all meetings, and all files and administrative records of the organization. The minutes books shall be open for inspection by members.

Article IX: 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 or the Chilean tax authorities, and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

Article X: Counsel

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Chile 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.

Article XI: Executive Committee

11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee and two Members-at-Large elected from among the eligible members of the organization. The chairpersons of the Standing Committees shall be ex-officio members of the Executive Committee with full voting privileges.

11.2 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.

11.3 The Board shall be composed of the Executive Committee and one representative of each of the duly recognized chapters of DA Chile.

Article XII: Committees

12.1 The Committee may approve the formation by simple majority of Standing Committees such as: Membership, Voter Registration, Issues, Special Events, Fund-Raising and Communications.

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

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

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

Article XIII: 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 XIV: Terms

14.1 The Officers and Members-at-Large of the Executive Committee shall be elected every two years in odd numbered years at the annual meeting of the organization (which meeting shall be held no later than March 31). They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same office.

14.2 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.

14.3 Any Officer or Member-at-Large 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 or Member-at-Large is given due opportunity to explain the reasons for her or his absence.

Article XV: Nominations

15.1 At least two months prior to the annual meeting, a committee to nominate candidates (the "Nominations Committee") for election to office shall be named by the Chairperson with the approval of the Executive Committee.

15.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide, in view of local circumstances

and to promote the greatest participation, whether the elections shall be conducted (i) by mail ballot (to be counted at the annual meeting), (ii) by vote (in person or by proxy) held at the annual meeting and shall adopt the rules with respect to the election.

15.3 The Nominations Committee shall notify its nominations to the membership no less than 30 days prior to the annual meeting.

15.4 If the elections are to be conducted by mail or by electronic processes (e.g. email, web), any member of the organization wishing to run for office as an Officer or a Member-at-Large of the Executive Committee and not nominated by the Nominations Committee shall declare his/her candidacy at least 14 days before the annual meeting by a letter, fax or email addressed to the Chairperson of the Nominations Committee. The Secretary shall send ballots by mail, fax or email to the membership of the organization no earlier than 13 days before the annual meeting and no later than 10 days before such meeting.

15.5 If the elections are to be held by mail, fax or email 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 or by proxy), nominations for all positions to be filled may be made from the floor of the annual meeting.

15.6 In the case of a special election held to fill a vacancy pursuant to Article XVII, the Nominations Committee shall be appointed immediately upon the occurrence of the vacancy and shall notify its nominations to the membership no less than 30 days prior to the meeting at which the special election will be held (which meeting shall be no less than 30 days and no more than 45 days from the date of the vacancy as per Article XVII).

Article XVI: Elections and Removal from Office

16.1 The Officers and Members-at-Large of the Executive Committee shall be elected by a majority of votes of (i) the members voting (in person or by proxy) at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by mail, fax or electronic ballot (e.g. email, web) counted at the annual meeting (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 email shall be kept unopened and delivered to tellers appointed by the meeting to count the votes. Those members who prefer to vote by mail must petition an absentee ballot from the Nominations Committee 10 days prior to the election. Each vote must be traceable and identifiable as having been made by an identified member. Ballots will be held for 30 days after the election for verification purposes and thereafter destroyed. Verification of ballots may only be performed by an independent, non-candidate individual appointed by the Executive Committee.

16.2 Any Officer or Member-at-Large 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 or electronic ballot (e.g. email, web) on the question. Notice of any meeting under this Section 16.2 must be given in writing to the membership at least 30 days in advance.

16.3 If the position of Chairperson becomes vacant for whatever reason, the Vice-Chairperson shall succeed to the office of Chairperson and elections shall be held to fill the office of Vice-Chairperson in accordance with Article XVII.

16.4 An election will have a start time and a completion time as determined by the Executive Committee. The time frame must be ample for the membership of DAC to place their votes. Votes will not be accepted outside of this time frame.

Article XVII: Vacancies

Any vacancy among the Officers or the Members-at-Large of the Executive Committee may be filled by special election held at a meeting of the members of the organization, no less than 30 days and no more than 45 days from the date of the vacancy, in conformity with Articles XV and XVI 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 or Member-at-Large elected at a special election shall serve only until the next regular election.

Article XVIII: Notice

Notice of (i) annual meetings, (ii) meetings at which elections and removals from office will be held and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. Notice of other meetings of members (with no less than 14 days written notice) and of the Executive Committee (with reasonable notice under the circumstances) shall be given by such method as the Chairperson shall from time to time reasonably prescribe. Written notice shall be defined as correspondence by email to all active members.

Article XIX: Meetings

19.1 An annual meeting of members shall be held no later than January 31 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 and Members-at-Large of the

Executive Committee, and (iii) such other business as the Chairperson shall deem appropriate.

19.2 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) 5% of the membership who require the holding of a meeting. DAC will hold at least two meetings per calendar year.

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

19.4 Meetings of Democrats Abroad Chile may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a 3/4 ths majority.

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

(i) for meetings of the membership, 5% of the active membership as determined by the secretary's official membership list.

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

19.6 If the Chairperson fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.

19.7 The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chairperson in advance by ten percent (10%) of the membership. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chairperson in advance by two (2) members of the Executive Committee or of the subcommittee, as the case may be. Any member may request the Executive Committee in writing to place additional items on the agenda, and shall furnish the text of any resolutions proposed for adoption 14 days before the meeting. The Chair shall circulate such additional items and proposed resolutions, as well as other resolutions, no less than 7 days before the meeting. Items may be added to the agenda at the meeting by majority vote of the members present or represented.

19.8 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

19.9 The Chair will, when possible, inform members of DAC of the telephone number or contact details to call and seek to arrange means of communication by which all persons participating in the meeting are able to hear one another at the same time. Notwithstanding the foregoing, neither the Chair nor DAC shall be obligated to pay for the telecommunications charges for participation by a member; all such charges will be at the cost of the member. Such participation by telephone or via other communication devices shall constitute presence in person at a meeting for all purposes of these bylaws.

Article XX: Proxy Voting

20.1 The use of proxies shall be permitted at general membership meetings of DA Chile and Chapter meetings only. Proxy forms shall be kept with the minutes of those meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or electronically. The proxy shall name the person to whom the proxy is being given and may be (i) either general or limited, (ii) uninstructed or instructed and (iii) transferable to another person or non-transferable. Proxies may not be used to determine whether a quorum is present. A proxy may be given during the course of a meeting if the proxy giver must leave the meeting temporarily or permanently. Any one person can hold a maximum of 2 proxies. If during the course of a meeting of DAC, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another DAC member a proxy for the meeting, valid for the duration of the absence or for the duration of the concerned meeting.

Article XXI: Rules Applicable to the Committee

21.1 The functioning of the Committee shall be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt and (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall adopt from time to time. In the event of a conflict between (A) these Bylaws and the rules referred to in sub-clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub-clause (ii) of the previous sentence, the documents, rules and regulations of such sub-clause (ii) shall prevail.

Article XXII. Amendments

22.1 These Bylaws may be amended by the general membership of DA Chile by a majority of two-thirds of those voting or by a three-fourths vote of the Executive Committee of DA Chile.

Article XXIII: Chapters

23.1 Democrats Abroad Chile will make a reasonable effort to form chapters within Chile. Chapters may be duly recognized from time to time by the Board of DA Chile in accordance with Section 23.7.

23.2 From time to time the Board shall adopt Standing Resolutions for the governance of the Chapters. Between Board meetings the Executive Committee may adopt Standing Resolutions for the governance of Chapters. The Board may overrule, amend or suspend such Standing Resolutions adopted by the Executive Committee.

23.3 Membership in a recognized Chapter is open to any American citizen of voting age who has joined DA Chile in accordance with Section 3.1. and is resident in the Chapter city or its region. Members of DA Chile not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the Country-wide Chair.

23.4 Each Chapter shall be headed by a Chapter Chair, with the assistance of a Chapter Secretary and a Chapter Treasurer, elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance herewith. The Chapter officers shall be elected at the same time as the Chapter Representatives to the Board.

23.5 The Chapters shall be recognized only for the internal purposes of DA Chile and are an integral and integrated part of DA Chile. They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Board shall from time to time adopt, as well as the Bylaws of Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. They shall not operate any separate bank accounts. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of DA Chile.

23.6 The Chapter Treasurer shall be subject to the supervision of the Country Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance. The use and expenditures of funds shall be determined pursuant to prior ad hoc agreements reached between the Chapter and the Executive Committee (or the Country Chair if a decision is required prior to the next Executive Committee meeting as to each event or publication and subject to approval by the Executive Committee) and/or Standing Resolutions. In no event shall the expenditure of funds be agreed to or

any funds be disbursed by the Chapter without the prior consent of the Country Treasurer and the Chapter Chair.

23.7 To qualify as a Chapter a group must have at least five (5) members all of whom shall be resident in a given region. Chapters consisting of members of DA Chile may be recognized or dissolved by a two-thirds vote of the Board present and voting.

23.8 A meeting of a Chapter shall be quorate if at least three (3) members are present in person, other than election meetings, where a quorum shall consist of the lesser of 30 members or one-third of the active members.

Article XXIV: The Country Board

24.1 The Board shall be composed of (i) the Country-wide Officers, and the Chapter Representatives.

24.2 The Chapter Representatives on the Board shall be elected at a meeting of members of the respective Chapter held within the first three (3) months of each odd numbered year. The results of such elections shall be certified by the Chapter Chair to the Country-wide Secretary.

24.3 Vacancies on the Board will be filled by election by a two-thirds majority of the Executive Committee until the next scheduled election of the Board.

25.4 A vacancy on the Board shall exist when (i) a Board Member has missed two (2) consecutive meetings without prior written notification to one (1) of the members of the Executive Committee or (ii) when a Board Member has resigned or ceased to reside in the Territory or (iii) when a Board Member has been removed pursuant to the procedures referred to in Section 10.2 or (iv) when a Board Member has missed a total of 3 consecutive Board Meetings regardless of prior written notification.

25.6 Regular meetings of the Board shall be held at least twice yearly upon call by the Country Chair, Country Secretary, or five (5) Board Members (provided that at least two (2) of them are from different Chapters). At least two (2) weeks' written notice shall be given to all Board Members and an agenda of business to be discussed included with the notice of the meeting. A quorum shall consist of one-third of the Board Members.

I I V I E CHILE

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News

- Reconstruction:
One year On

- On Shaky Ground

- Chile a Top Ten
Ethical Travel
Destination for 2011

- Viña del Mar in 36
Hours on a Budget

- Wind of Change



But coaching a National team is a different kettle of fish; you don't spend that much time with the players and when they do show up, you end up with a bunch of players with inflated egos believing they are the pedigree of football, whatever that means. Does Claudio Borghi have the toughness of character to deal with these egocentrics (not all of them are like this obviously) or will he be able to maintain discipline and make sure the players are focusing on team results instead of their own personal performances?

The questions are legitimate, you might say, but to understand the decision of making Borghi the head coach of La Roja lies in the fact that all of the above don't apply to him. It is a fact that he doesn't have experience in coach-

Photo: C



The core of Bichi's Chilean team is exactly the same as the one that made Colo one of the best teams in South America in 2006; Jorge Valdivia, Matias Fernandes, Arturo Vidal, Alexis Sanchez, Chupete Sotelo and Goal keeper Claudio Bravo were all at the early stage of the soccer career. He has also coached Gonzalo Jara and El Chino Millar in Colo Colo, Gary Medel in Boca Junior and Fabian Orellana in Audax Italiano. Only this should greatly facilitate his integration with the team and create the climate of confidence between the players and coach right off the bat.

A wind of change blows on the Chilean National Soccer team, now we can only wait and hope that the results remain the same or just as good as during the Bielsa era.

Want to be an active citizen while living abroad?
Want to help Re-Elect President Obama from Chile in 2012?

Join Democrats Abroad Chile!

Be nominated or nominate yourself via email at nominations@da-chile.org by April 1, 2011

Vote on April 8th, 2011

To become a member or learn more about Democrats Abroad please visit Democratsabroad.org
Information@da-chile.org • Facebook Group: Demorats Abroad Chile • DA-Chile.org.



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