

DEMOCRATS ABROAD PERU BYLAWS

Adopted on June 9, 2012

Amended November 20, 2019

Amended June 9, 2021

Article I: Democrats Abroad Peru

These Bylaws govern an organization having as its name Democrats Abroad **Peru (DAPE)**.

Article II: Purpose and Relationship to Democrats Abroad

2.1 As a Country Committee within Democrats Abroad, the purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (the Democratic Party) through the Democratic Party Committee Abroad (the "DPCA") as stated in the Charter of the Democratic Party and the Bylaws of Democrats Abroad and to provide for appropriate action by its supporters residing in **Peru**.

Article III: Members

- 3.1 Members must be citizens of the United States, who will be 18 years old as of the time of the next federal election, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in **Peru**. A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be 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.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in **Peru** shall be represented within the organization.
- 3.3 A current list of **Peru** members as maintained by the Secretary in the DPCA database 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 a prospective member must complete the DPCA membership application online at <http://www.democratsabroad.org> . Membership in Democrats Abroad automatically results in membership in Democrats Abroad **Peru** based on country of residence stated as **Peru**.
- 3.5 By becoming a member of Democrats Abroad, 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 Democrats Abroad **Peru** and the DPCA shall make from time to time.

- 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 **Peru**. 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

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.

Article V: Officers

The elected Officers of the organization shall be the Chair, Vice-Chair, Secretary, and Treasurer. The Vice-Chair shall be of a different sex from the Chair.

In addition to elected officers, the Chair shall appoint a Counsel upon assuming office.

Article VI: Chair

The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establishing the agenda of such meetings (per Article XIX 19.7), and shall have responsibility for all activities approved by the organization. The Chair shall sit ex-officio on all committees and sub-committees of the organization including Standing Committees, with full voting privileges and shall have responsibility for all activities approved by the organization. In case of a stalemate, the Chair's vote shall act as a tie breaker. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee.

Article VII: Vice-Chair

In the absence of the Chair, the Vice-Chair shall call and preside at meetings of members and of the Executive Committee. The Vice-Chair shall have such other duties as the Chair shall define.

Article VIII: Secretary

The Secretary shall maintain the database for **Peru** on the DPCA database for 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 shall be available 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 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 appointed Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad **Peru** 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 Chair, Vice- Chair, Secretary, and Treasurer. The appointed Counsel to the Committee sits on the Executive Committee when needed. The chairpersons of any Standing Committees shall be ex-officio members of the Executive Committee, reporting to the Committee as requested.
- 11.2 The Executive Committee shall meet at regular intervals upon call by the Chair to consult with and advise the Chair in the administration of the organization. A meeting of the Executive Committee may be called by one-third of the Executive Committee.

Article XII: Other Officers

The Chair 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 XIII: Committees

- 12.1 The Committee may establish Standing Committees as needed, such as: Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising, Newsletter/Communications, or other topics.
- 12.2 The Chair may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.
- 12.3 The Chair 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 XIV: Terms

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

- 14.2 The terms of all incumbent Assistant and Honorary Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.
- 14.3 Any Officer who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a three-fourths vote of the entire Executive Committee at a regularly called and quorum meeting at which the question of such removal is on the agenda sent out in advance and at which the Officer is given due opportunity to explain the reasons for his or her absence.

Article XV: Nominations

- 15.1 At least 45 days prior to the annual meeting, a committee to nominate candidates for election (the "Nominations and Election Committee" or NEC) shall be named by the Chairperson with the approval of the Executive Committee.
- 15.2 At the meeting approving the appointment of the Nominations and Election Committee, the Nominating and Elections Committee shall decide, in view of local circumstances and to promote the greatest participation, whether the elections shall be conducted (i) by email or electronic ballot (to be counted at the annual meeting), (ii) by vote (in person, remote participation, or by proxy) or (iii) any combination, held at the Annual General Meeting, and shall adopt the rules with respect to the election.
- 15.3 The Nominations and Election Committee shall announce a call for nominations for the Officer positions of the Executive Committee to the general membership, no less than 30 days prior to the annual meeting.
- 15.4 Any member wishing to run for office as an Officer of the Executive Committee and not nominated by the Nominations and Election Committee shall declare his/her candidacy at least 17 days before the annual meeting by mail, email or fax addressed to the Chairperson of the Nominations and Elections Committee and sent from his/her own mail, email, or fax address. The NEC shall send ballots with all Candidates Information by email to the general membership of the organization no earlier or later than 14 days before the annual meeting.
- 15.5 If the elections are to be held by email or electronic ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filled. If the elections are to be conducted only by vote (in person, remote participation, or by proxy), nominations for all positions to be filled may be made from the floor of the Annual General Meeting.

Article XVI: Elections and Removal from Office

- 16.1 The Officers of the Executive Committee shall be elected by a majority of votes of (i) the members voting (in person, remote attendance, or by proxy) at the Annual General Meeting and/or (ii) by email, fax, or electronic ballot counted at the Annual General Meeting (or in the case of a vacancy, at the general meeting at which the election is held).
- 16.2 Any Officer of the Executive Committee may be removed from office by a vote of two-thirds of (i) those present at a duly convened meeting of the membership or (ii) those voting in a duly organized vote by mail 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 full membership at least 30 days in advance.

Article XVII: Vacancies

- 17.1 If the position of Chair becomes vacant for whatever reason, the Vice-Chair shall succeed to the office of Chair. Any Vice-Chair succeeding to the office of the Chair shall serve only until the election of her or his successor at the next election and follow the election procedures stated in Article XV and XVI.
- 17.2 Any other vacancy than Chair among the officers of the Executive Committee may be filled by appointment at the discretion of the Chair, such appointment remaining in effect until the next Annual General Meeting. Members so appointed are eligible to stand for election at that time and follow the election procedures stated in Articles XV and XVI.

Article XVIII: Notice

Notice of (i) Annual General 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.

Article XIX: Meetings

- 19.1 An Annual General Meeting of members shall be held no later than June 30 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers of the Executive Committee, and (iii) such other business as the Chairperson shall deem appropriate.
- 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) 10% of the membership who require the holding of a meeting.
- 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 **Peru** may be held in person, by telephone, Videoconference, or such electronic means as the Executive Committee may from time to time approve by 3/4^{ths} majority.
- 19.5 For the purposes hereof, a quorum shall be determined as follows.
(i) for meetings of the membership, the lesser of 2% of membership or ten (10) members.
(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 Chair 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 Chair 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 any member of the Executive Committee or of the subcommittee, as the case may be.

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

Article XX: Rules Applicable to the Committee

DA Peru shall be governed by (i) these By Laws and rules established by the Executive Committee and (ii) the By Laws and rules and regulations established in the DPCA Charter and those of the Democratic Party of the United States. In the event of a conflict between DA Peru Bylaws and the DPCA Charter or the By Laws of the Democratic Party of the United States the rules and provisions contained in the latter shall prevail.

DA Peru Chair:  _____ Date: _____

DA Peru Sec:  _____ Date: June 10, 2021