

DEMOCRATS ABROAD DENMARK

BYLAWS

Adopted on October 29, 2007 in Hellerup, Denmark.

This revised version adopted on March 16, 2019 in Copenhagen, Denmark.

Article I: Name

These Bylaws govern an organization named Democrats Abroad Denmark.

Article II: Purpose and Relationship to Democrats Abroad

- 2.1 Democrats Abroad Denmark shall apply for admittance to the Democratic Party Committee Abroad (“DPCA”) as a Country Committee within Democrats Abroad, which is the international general membership body of the DPCA.
- 2.2 The purposes of Democrats Abroad Denmark shall be to advance the interests and ideals of the Democratic Party of the United States of America (“Democratic Party”) and of Democrats Abroad, as stated in the Charter and Bylaws of the Democratic Party (currently Article IX, Section 17) and the Democrats Abroad Charter, and to provide for appropriate action by its members residing in the Kingdom of Denmark and its territories (“Denmark”).

Article III: Membership

- 3.1 Members must be citizens of the United States of America (“United States”), of voting age, who subscribe to the principles of the Democratic Party and of Democrats Abroad, and reside in Denmark or the border areas of surrounding countries. A member may belong to only one Country Committee at a time. During a Federal election year in the United States, a person who is 17-years old and who will be of voting age by the date of the November general election, may become a member of Democrats Abroad Denmark.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community residing in Denmark shall be represented within Democrats Abroad Denmark.
- 3.3 To join Democrats Abroad Denmark, the member must complete a membership form using such paper or other medium (e.g., online form) as the Executive Committee of Democrats Abroad Denmark (“Executive Committee”) shall from time to time make available. This form shall require the member’s name, mailing address, email address, and the United States city and state where the member votes, and may request other information as approved by the Executive Committee.

- 3.4 Becoming a member of Democrats Abroad Denmark automatically results in membership in Democrats Abroad. By becoming a member of Democrats Abroad Denmark, the member consents to the delivery of the member's information required in Section 3.3 to the DPCA and to such lawful use thereof as the DPCA shall make from time to time.
- 3.5 The current list of members as maintained by the Secretary pursuant to Section 4.4 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.
- 3.6 Each member has the right to inspect and correct their data in the membership records. Membership records shall otherwise not be open to inspection except by persons authorized by the Executive Committee, notably the Secretary and the database manager. The membership records shall be maintained by the Secretary in such a manner as 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 Denmark. 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.
- 3.7 A member who by their actions demonstrates that the member no longer subscribes to the principles of the Democratic Party and of Democrats Abroad, or who is in violation of the Democrats Abroad Charter, the Democrats Abroad Code of Conduct, or of these Bylaws, may be excluded from membership of Democrats Abroad Denmark by a two-thirds affirmative vote of the elected members of the Executive Committee at a regularly called and quorate meeting at which the question of such removal is on the agenda sent out in advance, 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.
- 3.8 A member who has been excluded from the membership of Democrats Abroad Denmark according to Section 3.7 and who wants to reapply as a member of Democrats Abroad Denmark, may only be reinstated by a two-thirds affirmative vote by the elected members of the Executive Committee at a regularly called and quorate meeting at which the question of such reinstatement is on the agenda sent out in advance.
- 3.9 Any member shall cease to be a member if the member no longer meets the qualifications of membership specified in Section 3.1. Any such former member may be reinstated on the same conditions as a new member.

Article IV: Officers, Members-at-Large, and Voting Representatives

- 4.1 The Officers of Democrats Abroad Denmark shall be the Chair, Vice-Chair, Secretary, Treasurer, and Counsel to the Executive Committee. The Chair and Vice Chair shall be of different sex, as declared by each candidate to the Nominations and Elections Committee at the time of declaring candidacy for office. For the purposes of this Section, the term "sex" is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America.

- 4.2 **Chair:** The Chair shall be the chief executive officer of Democrats Abroad Denmark, shall call and preside at all General Meetings of members and meetings of the Executive Committee, establishing the agenda of such meetings, and shall have responsibility for all activities approved by Democrats Abroad Denmark. The Chair shall sit ex-officio on all committees and subcommittees of Democrats Abroad Denmark, including Standing Committees, with full voting privileges.
- 4.3 **Vice-Chair:** In the absence of the Chair, the Vice-Chair shall call and preside at General Meetings of members and meetings of the Executive Committee. The Vice-Chair shall have such other duties as the Chair shall define.
- 4.4 **Secretary:** The Secretary shall maintain a current list of members of Democrats Abroad Denmark containing the information as indicated in Section 3.3, minutes of all meetings, and all files and administrative records of Democrats Abroad Denmark. The minutes shall be open for inspection by members.
- 4.5 **Treasurer:** The Treasurer shall manage the finances of Democrats Abroad Denmark, 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).
- 4.6 **Counsel:** The Counsel shall be available for consultation with the Executive Committee or its officers on legal and procedural questions relating to Democrats Abroad Denmark and its activities. The Counsel shall consult with the International Counsel of Democrats Abroad from time to time on emergent matters, including notably questions on voting issues and financial record keeping.
- 4.7 **Other officers:** The Chair may appoint and remove such assistant Officers or honorary Officers, having such duties as the Chair shall designate, subject to ratification by the elected members of the Executive Committee at its next meeting.
- 4.8 **Members-at-Large:** A Member-at-Large participates in the work of the Executive Committee to support the organization by engaging in such projects and committees as needed for the effective functioning of Democrats Abroad Denmark.
- 4.9 **Voting Representatives:** If the size of the Democrats Abroad Denmark membership warrants it according to the Democrats Abroad Charter, one or more Voting Representatives shall be elected by the Democrats Abroad Denmark membership in order to enable Democrats Abroad Denmark to cast all its votes as a Country Committee under the DPCA in matters pertaining to the DPCA. The term of a Voting Representative shall be the same as for Officers of Democrats Abroad Denmark, and gender balance rules shall apply when electing more than one Voting Representative. A Voting Representative has the right to attend and vote at all DPCA meetings at which the Democrats Abroad Denmark Chair and/or Vice-Chair may attend and vote, in accordance with the Democrats Abroad Charter. A Voting Representative is not an elected member of the Executive Committee.

Article V: Executive Committee

- 5.1 The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary, Treasurer, Counsel, and two (2) Members-at-Large elected from among the eligible members of Democrats Abroad Denmark. The chairs of the Standing Committees, Voting Representatives (if applicable), and Chapter Chairs (if applicable) shall be ex-officio members of the Executive Committee with full voting privileges, except when specifically designated otherwise in these Bylaws. Officers and Members-at-Large of the Executive Committee as well as Voting Representatives may hold only one elected position at a time.
- 5.2 If a member of the Executive Committee, including an ex-officio member, holds more than one position in the Executive Committee, for instance an Officer or Member-at-Large who is simultaneously the chair of one or more Standing Committees, or an ex-officio member who is the chair of more than one Standing Committee and/or is the chair of a Chapter, this member will have one vote in the Executive Committee, as if the member holds only one position. This member also represents one person in terms of forming a quorum relative to Sections 5.6 and 6.4.
- 5.3 The Executive Committee shall meet at regular intervals upon call by the Chair to consult with and advise the Chair in the administration of Democrats Abroad Denmark. A meeting of the Executive Committee may be called by the Chair or three (3) of the other elected members of the Executive Committee.
- 5.4 The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chair in advance by two (2) members of the Executive Committee or of the subcommittee, as the case may be.
- 5.5 Notice of meetings of the Executive Committee shall be given with reasonable notice under the circumstances by such method as the Chair shall from time to time reasonably prescribe.
- 5.6 For meetings of the Executive Committee, a quorum shall consist of one-half of the elected members of the Executive Committee. The Chair or Vice-Chair shall be present.

Article VI: Standing Committees and Ad Hoc Committees

- 6.1 The Chair shall appoint the following Standing Committees: Membership/Voter Registration, Issues, Events, Fundraising, Affirmative Action, and Communications.
- 6.2 The Chair may establish one or more ad hoc committees, with such functions and responsibilities as the Chair shall designate, subject to approval by the Executive Committee. An established ad hoc committee may be dissolved by the Chair, subject to approval by the Executive Committee.
- 6.3 The Chair shall appoint or remove the chairs of the Standing Committees and the ad hoc committees (if any), subject to ratification by the elected members of the Executive Committee at its next meeting following such appointments or revocations. The membership of each such committee shall be selected by the committee chair after consultation with the Chair.

- 6.4 For meetings of any Standing Committee or any ad hoc committee, a quorum shall consist of the chair or the vice-chair of that committee and one other committee member.

Article VII: Chapters

- 7.1 Members of Democrats Abroad Denmark in a given geographic region may apply to the Executive Committee to establish a Democrats Abroad Denmark chapter (“Chapter”) in their region.
- 7.2 Chapters shall be known as “Democrats Abroad Denmark Chapters”. An individual Chapter shall be known as “Democrats Abroad Denmark [insert CITY or REGION] Chapter”.
- 7.3 Chapters shall be recognized only for the internal purposes of Democrats Abroad Denmark and are an integral part of Democrats Abroad Denmark. They shall be subject to and operate solely in accordance with these Bylaws and with any directives or regulations that the Executive Committee issues and/or approves.
- 7.4 A Chapter Steering Committee shall have at least two members: a Chapter Chair and a Chapter Secretary. Each Chapter may organize itself according to its needs and the size of its membership, under the direction of a Chapter Steering Committee and with approval by the Chair.
- 7.5 Members of a Chapter shall consist of members of Democrats Abroad Denmark who are located in geographic proximity to the Chapter. A member may belong to only one Chapter at a time.
- 7.6 In coordination with the Democrats Abroad Denmark Chapter Chairs, the Chair may redraw the geographic boundaries of Democrats Abroad Denmark Chapters from time to time. Changes to geographic boundaries shall be subject to approval by two-thirds of the Executive Committee at a regularly called and quorate meeting of the Executive Committee at which the question of redrawing a Chapter’s geographic boundaries is on the agenda sent out in advance.
- 7.7 The Chair shall appoint or remove Chapter Chairs subject to ratification by the elected members of the Executive Committee at its next meeting following such appointments or revocations.
- 7.8 The Chair may establish or dissolve a Chapter upon a two-thirds affirmative vote of the elected members of the Executive Committee at a regularly called and quorate meeting of the Executive Committee at which the question of establishing or dissolving a Chapter is on the agenda sent out in advance.

Article VIII: Nomination of Officers, Members-at-Large, and Voting Representatives

- 8.1 At least two months prior to the Annual General Meeting, a committee to nominate candidates (“Nominations and Elections Committee”) for election to office shall be named by the Chair with the approval of the Executive Committee.
- 8.2 At the meeting approving the appointment of the Nominations and Elections Committee, the Executive Committee shall adopt the rules with respect to the election and promotion of greatest participation.

- 8.3 The Nominations and Elections Committee shall notify its nominations to the membership no less than 30 days prior to the Annual General Meeting.
- 8.4 Any member of Democrats Abroad Denmark wishing to run for office as an Officer or a Member-at-Large of the Executive Committee or Voting Representative (if applicable) and not nominated by the Nominations and Elections Committee, shall declare their candidacy at least 14 days before the Annual General Meeting by letter or by email or similar electronic means addressed to the chair of the Nominations and Elections Committee.
- 8.5 The Secretary shall send ballots by mail, email, online, or other electronic means to the membership of Democrats Abroad Denmark no earlier than 13 days before the Annual General Meeting and no later than 10 days before such meeting. The Secretary shall also send to the membership, by similar means, a brief candidate statement for each candidate for office.
- 8.6 When declaring their candidacy, candidates for Chair or Vice Chair shall inform the chair of the Nominations and Elections Committee of how they identify themselves in terms of their sex or gender according to the definition of “sex” in Section 4.1.
- 8.7 If the incumbent for a specific Officer position on the Executive Committee is serving a second consecutive term and there is no declared candidate for that position 14 days before the Annual General Meeting, according to Section 8.4, the two-term limit stipulation of Section 9.3 notwithstanding, the Nominations and Elections Committee may ask said incumbent if the incumbent is interested in running for a third consecutive term. If the incumbent agrees to run for the position prior to ballots being sent to the membership according to Section 8.5, the incumbent’s name shall be included on the ballot and the incumbent will be considered a declared candidate. The incumbent shall also supply the Secretary with a brief candidate statement according to Section 8.5. In order to serve a third term, said incumbent must receive an affirmative vote on at least two-thirds of the ballots cast. If the two-thirds limit is not reached, a candidate may be nominated from the floor of the Annual General Meeting. A fourth consecutive term for an Officer position under this Section is not possible.
- 8.8 Since elections include voting by mail or electronic ballot (e.g., email, online), no nominations may be made from the floor except when there is no declared candidate for an office to be filled.

Article IX: Elections, Terms of Office, and Removal from Office

- 9.1 The Officers and Members-at-Large of the Executive Committee and Voting Representatives (if applicable) shall be elected by a majority of votes of the members voting (i) in person or by proxy at the Annual General Meeting and (ii) by mail or electronic ballot (e.g., email, online) counted at the Annual General Meeting. In the event of the use of mail ballots, ballots received by mail shall be kept unopened and delivered to tellers, appointed by the members present at the meeting, to count the votes.
- 9.2 Any Officer or Member-at-Large of the Executive Committee or Voting Representative (if any) may be removed from office by an affirmative vote of two-thirds of (i) those present at a duly convened General Meeting of the membership and (ii) those voting in a duly organized vote by mail or electronic ballot (e.g., email, online) on the question. Notice of any meeting under this Section 9.2 must be given in writing to the membership at least 30 days in advance.

- 9.3 The Officers and Members-at-Large of the Executive Committee and Voting Representatives (if applicable) shall be elected to a two-year term at the Annual General Meeting of Democrats Abroad Denmark held in an odd-numbered year. Their term shall begin immediately upon the conclusion of the election proceedings at said Annual General Meeting. No Officer may serve more than two consecutive terms in the same office, with the exception of the provisions in Section 8.7.
- 9.4 Any Officer or Member-at-Large who misses three consecutive regularly called meetings of the Executive Committee without notice and suitable explanation, or undertakes an inappropriate action, may be removed from office by a two-thirds affirmative vote of the elected members of the 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 the absence or action.
- 9.5 Any Voting Representative who does not participate in person, online, or by proxy in (i) two consecutive DPCA meetings at which the Democrats Abroad Denmark Chair and/or Vice-Chair may attend and vote in accordance with the Democrats Abroad Charter, or (ii) three such DPCA meetings during a consecutive 12-month period, may be removed from office by a two-thirds affirmative vote of the elected members of the 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 Voting Representative is given due opportunity to explain the reasons for the lack of participation.

Article X: Vacancies

- 10.1 If the position of Chair becomes vacant for whatever reason, the Vice-Chair shall succeed to the office of Chair and appoint a Vice-Chair in accordance with this Article.
- 10.2 In the case of a vacancy among the Officers or the Members-at-Large of the Executive Committee or among Voting Representatives (if applicable), the Chair shall appoint a member to fill the vacancy within 30 days of such vacancy. Within 90 days of such an appointment, the remaining Officers and Members-at-Large of the Executive Committee shall vote to approve said appointment by a majority vote.
- 10.3 The term for any Officer, Member-at-Large or Voting Representative who fills a vacancy according to Sections 10.1 or 10.2 shall be only until the next regular election. Such an Officer, Member-at-Large or Voting Representative may run for office at the next regular election according to the rules of these Bylaws.
- 10.4 If the period of office of an Officer, Member-at-Large or Voting Representative who fills a vacancy according to Sections 10.1 or 10.2 is less than 365 days prior to the next regular election, it shall not count towards term limits set forth in Section 9.3.

Article XI: General Meetings

- 11.1 An Annual General Meeting of members shall be held no later than March 31 of each calendar year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, (ii) in odd-numbered years, the election of the Officers

and Members-at-Large of the Executive Committee and Voting Representatives (if applicable), and (iii) such other business as the Chair shall deem appropriate.

- 11.2 Other General Meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) one-third of the Executive Committee, or (iii) ten percent (10%) of the membership who require the holding of a General Meeting.
- 11.3 General 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. The provisions regarding notice apply only to General Meetings of the membership.
- 11.4 General Meetings of Democrats Abroad Denmark may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a two-thirds majority.
- 11.5 For the purposes hereof, a quorum shall consist of the presence of either the Chair or the Vice-Chair, and members equal to twenty percent (20%) of the minimum number of members necessary to establish a Country Committee as established from time to time by the DPCA. (At the time of the adoption of this amendment, the current minimum number is 50 members).
- 11.6 If the Chair fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.
- 11.7 The agenda of a General Meeting shall include any item of business submitted in writing to the Chair in advance by members equal to twenty percent (20%) of the minimum number of members necessary to establish a Country Committee as described in Section 11.5.
- 11.8 Notice of (i) Annual General Meetings, (ii) General Meetings at which elections and removals from office will be held, and (iii) General Meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. Notice of other General Meetings of members shall be given with no less than 14 days written notice by such method as the Chair shall from time to time reasonably prescribe.
- 11.9 Any eligible member may cast a vote by written proxy (including electronic or personal transmission thereof) on any specified item on the agenda of a General Meeting, and
 - (i) a proxy may be revoked in writing at any time prior to the call to order of a General Meeting, and
 - (ii) if during the course of a General Meeting, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another member who is present a proxy for the meeting, valid for the duration of the absence from the meeting, and
 - (iii) a member may hold no more than two proxies for other members, with the exception of the Secretary who may hold an unlimited number of proxies and vote or distribute these proxies according to any special instructions in the individual proxies.
- 11.10 All General Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Article XII: Rules Applicable to Governance

- 12.1 The functioning of the Executive Committee shall be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt and (ii) the Democrats Abroad Charter and the Charter and Bylaws of the Democratic Party and such rules and regulations as Democrats Abroad and/or the Democratic Party 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.
- 12.2 In the event that a provision of these Bylaws or rules mentioned in Section 12.1 (i) are in conflict with the laws and regulations of Denmark, such provision will be amended to conform to the laws and regulations of Denmark according to the procedure for amendments stated in Article XIII of these Bylaws.

Article XIII: Amendments

- 13.1 These Bylaws may be amended by the affirmative vote of two-thirds of the members present in person or represented by proxy at a regularly constituted General Meeting.
- 13.2 Voting to amend these Bylaws solely by email, online voting, or other means that do not allow for direct discussion, shall be permitted if the proposed amendment has been discussed at the immediately preceding General Meeting.
- 13.3 The written text of any proposed amendment shall be circulated with the notice of any General Meeting where said amendment shall be discussed or voted upon.

History of Amendments and Revisions to these Bylaws:

These Bylaws were originally adopted October 29, 2007, in Hellerup, Denmark.

Amended March 27, 2011 in Copenhagen, Denmark.

Amended January 24, 2012 in Copenhagen, Denmark.

Amended July 15, 2017 in Copenhagen, Denmark.

Revised March 16, 2019 in Copenhagen, Denmark.

30/3/2019 f. Conig, Chair
March 30, 2019 David J. Tol, Vice Chair