



DEMOCRATS ABROAD France

DEMOCRATS ABROAD FRANCE Articles of Association

Article I: Formation and Name of the Organization

1.1 Formation

The members have formed this association as one governed by the French Law of 1st July 1901 and the Decree of 16th August 1901.

1.2 Name

The name of this association is Democrats Abroad France (“Democrats Abroad France”). The former name of this association is the Democratic Party Committee in France.

1.3 Registered Office

Democrats Abroad France’s registered office shall be located at c/o Joseph Smallhoover, 57 rue Vasco de Gama, 75015, Paris, France. It may be changed at any time to any other location in France by action of the Association’s Executive Committee. A change of location and address of the Association’s registered office to one outside the City of Paris shall require action by the Association’s membership provided in these Articles of Association (the “Articles”).

Article II: Relationship to Democrats Abroad, Purpose, Governing Documents

2.1 Country Committee

Democrats Abroad France is a constituent member and Country Committee as defined in the Charter of the Democratic Party Committee Abroad (herein “Democrats Abroad”), a non-profit association organized under the United States Uniform Nonprofit Association Act of 2000 with its principal place of business in the District of Columbia.

2.2 Purpose

The purposes of the organization 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 (§17) and the Charter of Democrats Abroad, to exercise the rights and obligations of a Country Committee under the Charter of Democrats Abroad, and to provide a platform for appropriate action by its members and supporters in France.

2.3 Non-US Political Activity

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

2.4 Dues; Voting Record

No membership fees or dues or past voting record are required. Financial resources may be provided by voluntary contributions by individuals and entities meeting the requirements of applicable law and the rules of the United States Democratic Party. Fees may be charged to members and others for attendance and participation in events organized by Democrats Abroad France or its subdivisions or members.

2.5 Governing Documents

Democrats Abroad France shall be governed by (i) these Articles of Association and such rules and resolutions as the Executive Committee may adopt, and (ii) the Charter and Bylaws and 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.

2.6 Amendments to Articles

These Articles may be amended by the affirmative vote of two-thirds of the members of Democrats Abroad France present at a regular or special meeting duly called and quorate. The written text of any proposed amendments shall be distributed to members at least forty-five (45) days prior to the meeting where such amendments will be voted upon.

Article III: Members

3.1 Democrats Abroad France Membership

Persons eligible to join Democrats Abroad France 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) have an address in France, 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 and Subchapter (as defined in Article VII) is open to any member who resides in the vicinity of the Chapter or Subchapter. A member of Democrats Abroad France shall be a voting member of only one Chapter or Subchapter but may participate in activities hosted by other Chapters or Subchapters.

3.3 Application

A prospective member shall complete the Democrats Abroad on-line membership application available at www.democratsabroad.org/join, or a paper membership form, as the case may be

3.4 Personal Data

By becoming a member of Democrats Abroad France, the member explicitly consents to the use of the information contained on the membership form by Democrats Abroad France and Democrats Abroad for lawful purposes in furtherance of the objectives of the United States Democratic Party, and to its secure storage, processing and transfer outside of France and the European Union as the case may be [in conformity](#) with all data privacy regulations applicable to it as a French association including but not limited to the EU General Democrats Data Privacy Regulation, as may be amended from time to time.

3.5 Validation of Personal data

Each member has the right to inspect and amend his/her own membership information as maintained in the Democrats Abroad membership database.

3.6 Use of Personal Data

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

Membership records shall be maintained by the National Secretary in a manner consistent with Democrats Abroad requirements and applicable data security laws. An up-to-date membership database shall be submitted to the appropriate officers of

Democrats Abroad no later than January 31 of each year in such form and format as the Democrats Abroad shall require.

Article IV: Executive Committee

4.1 Membership of National Executive Committee

The members of the National Executive Committee, (or “ExCom”), shall be: National Chair, National First Vice-Chair, National Second Vice-Chair (Chapter Liaison), National Secretary, National Treasurer, National Counsel, National GOTV Officer, National Database/IT Officer, National Communications Officer, National Issues, Programs and Events Officer, and National Membership Outreach/Volunteer Coordinator Officer (the “Officers”), and Chairs of the Chapters and Caucuses. The Chairs of the Standing Committees and Ad Hoc Committees and any appointed Officers shall have observer status and be able to participate in meetings of the Executive Committee without voting privileges. The immediate past Chair (provided that they have not lost the immediate preceding election or be otherwise disqualified) shall be an ex-officio member of the Executive Committee for one term.

4.2 Gender Balance

To the extent practicable, the Officers shall be balanced as to gender. The Chair and the First Vice-Chair shall be of different sex or genders, and the two Vice-Chairs shall each be of different sex or genders. This includes non-binary sex or gender identity, consistent with Section 4.4 of the Democrats Abroad Charter.

4.3 Responsibilities of the Officers

4.3.1 The National Chair

The National Chair, (or “Chair”), shall be the chief executive officer of Democrats Abroad France, shall call and preside at all meetings of members and of the Executive Committee, 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 Executive Committee. The National Chair is also the primary Officer representing Democrats Abroad France in Democrats Abroad and shall attend Democrats Abroad Global and Regional meetings to the extent practicable.

The National Chair and National First Vice-Chair with the advice of the other Officers may allocate between themselves the duties of the Chair.

The National Chair, or any Officer delegated by the National Chair to do so, shall be entitled to sit on all Standing and Ad Hoc Committees, with full voting privileges. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee. The Chair is ex-officio a voting member of the global organization of Democrats Abroad (the DPCA), and shall attend global and regional meetings and participate in matters pertaining to the DPCA to the extent practicable.

4.3.2 National Vice-Chairs

The National First Vice-Chair, (or “First Vice Chair”), shall assist and support the National Chair in the execution of the Chair’s duties, and shall, in the absence of the Chair call and preside at meetings of members and of the Executive Committee. The First Vice-Chair is ex-officio a voting member of Democrats Abroad(the DPCA), and shall attend global and regional meetings and participate in matters pertaining to the DPCA to the extent practicable. In addition to the shared responsibilities of the National Chair allocated to the First Vice-Chair as provided in Section 4.3.1, if the office of Chair shall become vacant the First Vice-Chair shall assume the responsibilities of the Chair, and the National Second Vice Chair shall assume the responsibilities of the First Vice-Chair.

The National Second Vice-Chair, Chapter Liaison (or “Second Vice Chair”), shall assist and support the efforts of the National Chair and other National Officers by liaising with the Chapter Chairs and their Leadership teams to communicate activities and policies relevant to the Chapters, and to identify needs and to build local capacity, and to support implementation of the policies of the National Chair and National Executive Committee to the extent practicable.- The National Second Vice-Chair shall upon election in accordance with Article IX be an ex-officio voting member of the global organization of Democrats Abroad (the DPCA), and shall, along with the National Chair and National First Vice-Chair, attend global and regional meetings and participate in matters pertaining to the DPCA to the extent ~~practical~~ practicable.

The Second Vice Chair shall provide regular updates to Chapter Chairs and their Leadership teams on the activities of the Executive Committee, and Global and Regional Leadership of Democrats Abroad of interest to the Chapters, and shall also be responsible for providing regular updates regarding Chapter issues that are of interest to the ExCom

If the office of the National Chair shall become vacant, the National First Vice-Chair shall assume the duties of the Chair and the National Second Vice-Chair shall then act as the First Vice-Chair. The Executive Committee shall appoint a replacement officer to carry out the duties of the Second Vice-Chair (including as a Voting Representative) provided that such person shall be a duly elected and voting Officer-member of the Executive Committee. The Secretary will notify the Secretary of Democrats Abroad promptly upon the appointment of a replacement Second Vice-Chair (Chapter Liaison) and Voting Representative.

4.3.3 National Secretary

The National Secretary, (or “Secretary”), shall take and archive minutes of Executive Committee meetings and all Annual General and Special Meetings of the members, and as needed, report to the Democrats Abroad France ExCom, to relevant Global and Regional officers of Democrats Abroad, and to the general membership of Democrats Abroad France. The Secretary along with the Chair and Counsel shall ensure the organization is in compliance with French laws and regulations. The National

Secretary shall support the administration of the membership database of Democrats Abroad France in collaboration with the database/IT Officer, and other Officers or volunteers so tasked by the Chair. The Secretary shall maintain and safeguard all files and administrative records of Democrats Abroad France. The minutes of all meetings shall be made available to all Democrats Abroad France members without undue delay as practicable. The Secretary shall help ensure public notification and documentation of the results of national and Chapter and Subchapter and Caucus elections, and of the admission or change in status of any Chapter, Subchapter or Caucus. Additionally, the Secretary shall be responsible for reporting changes in leadership, AGM meeting minutes, and any revised Bylaws to Global and Regional Officers as required by the Democrats Abroad Charter.

4.3.4 National Treasurer

The National Treasurer, (or “Treasurer”), shall manage the finances of the organization, prepare a budget and cash flow forecast as required by the Chair for approval by the Executive Committee, request and receive financial periodic reports from the Chapters, maintain its financial reports to members, make and maintain such financial reports as may be required by law, and have joint signature authority with the Chair on all Democrats Abroad France bank accounts. All such records shall be available for review by the Executive Committee and by the International Treasurer of Democrats Abroad. 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).

The Treasurer shall be available to consult with Chapter, Subchapter and Caucus Chairs regarding fund-raising activities for projects and activities and access to potential donors.

4.3.5 National Counsel

The National Counsel, (or “Counsel”), shall be available for consultation by the Executive Committee and the Chapters on legal and procedural questions relating to Democrats Abroad France and its activities. The Counsel may consult with the International Counsel from time to time on relevant matters, including notably questions on voting issues and financial record keeping and compliance with the rules of the United States Federal Elections Commission (and any successor thereto) by Democrats Abroad France and its activities. The Counsel with the Chair and Secretary shall ensure the organization is in compliance with French laws and regulations.

4.3.6 National Membership Database/IT Officer

The National Membership Database/IT Officer, (or “Database/IT Officer”), will be responsible for maintaining the membership Database, and for leading the operation and integrity of the national organization’s and each Chapter’s website, and other technology platforms in use by the National team . The Database/IT Officer will be

familiar with and act as an administrator for the platform system or systems used by Democrats Abroad to maintain its membership and to support membership verification. The Database/IT Officer will help develop and advise the Executive Committee on technological tools, and on information privacy and security.

The Database/IT Officer may be appointed by the Executive Committee rather than elected, and if so appointed will be a non-voting member of the Executive Committee.

4.3.7 National GOTV Officer

The National GOTV Officer, (or “GOTV Officer”), will be responsible for designing and supervising the execution of the organization’s national voter registration and GOTV strategy on multiple platforms including “on the ground” efforts and via social media. As such, this officer will liaise with both the Global GOTV committee and with the persons responsible for GOTV activities in each Chapter and Subchapter. The GOTV Officer will be familiar with the relevant federal and state laws and regulations concerning absentee voting and voting from abroad (including the United States Uniformed and Overseas Citizens Absentee Voting Act) and be available to consult with members concerning voter registration requirements and deadlines in each State.

4.3.8 National Communications Officer

The National Communications Officer, (or “Communications Officer”), will be responsible for designing, implementing, and coordinating the communications activities of the organization, including direct contact with members and interested persons via the international, national and local websites, use of social media, , French and English press communications, and a regular newsletter to members. The Communications Officer will collaborate with Officers and other members having appropriate skills and experience to assist in the implementation of a coordinated Communications strategy both on a national and Chapter level. The Communications Officer will report to the Chair monthly on activities undertaken and planned.

4.3.9 National Issues, Programs and Events Officer

The National Issues, Programs and Events Officer, (or “Events Officer”), will support the design and coordination of National events, including global and national town halls, debates and speaker events, to educate and advance discussion on contemporary U.S. political issues. The Events Officer may assist Chapters and Caucuses in planning and organizing local events such as lunches, dinners, wine-tastings, holiday gatherings, venues for significant speakers, etc. for membership development and fundraising, and shall help promote these events on the website and social media in collaboration with the Communications Officer. The Events Officer shall notify the Executive Committee of the result of any activities undertaken.

4.3.10 National Membership Outreach/Volunteer Officer

The National Membership Outreach/Volunteer Officer, (or “Member Outreach Officer”), shall support the design and implementation of the strategy for developing the Chapters, Subchapters and general member base, and caucuses and to recruit and organize volunteers to be involved in projects identified by the Executive Committee.

4.4 Term of Office

National Officers of the Executive Committee shall be elected every two years in odd-numbered years at the Annual General Meeting. They shall be elected for a term expiring upon the election of their successor. No National Officer may serve more than two consecutive terms in the same position, nor may any person serve more than 12 years in the same position over a lifetime. An incumbent may be nominated and elected for a third consecutive term for the same office in the event that no other member agrees to be a candidate.

4.5 Expiration of Term

The terms of all elected National Officers of the Executive Committee shall automatically expire upon the election of new National Officers 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 Officer.

4.6 Vacancies

In case of vacancy, whether due to resignation, death, or disability of any Officer, the vacancy shall be filled at the next quorate meeting of the Executive Committee by a majority of the members present and voting.

Upon removal of any Officer, a replacement shall be designated at the same time as such removal by the Executive Committee.

In the case of a vacancy in the office of the Second Vice-Chair (Chapter Liaison) and Voting Representative, the Executive Committee shall appoint as a replacement a duly elected Officer-member of the Executive Committee. The Secretary will notify the International Secretary of Democrats Abroad promptly upon the replacement of the Second Vice-Chair (Chapter Liaison) and Voting Representative.

Article V: Executive Committee Responsibilities and Meetings

5.1 Responsibilities

The Executive Committee shall be responsible for the conduct of the affairs of Democrats Abroad France in accordance with these Articles, resolutions of the Executive Committee and the members, and the policies of the Democratic National Committee and Democrats Abroad.

5.2 Schedule of Meetings

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

5.3 Quorum; Proxies

A quorum of the Executive Committee shall be present in person at any meeting in order to make decisions and shall consist of a simple majority of the elected and voting members of the Executive Committee (exclusive of Caucus Chairs), provided that to constitute a quorum those present shall include the Chair or a Vice-Chair and Chapter Chairs located in three or more Administrative Regions. 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 be permitted but shall not be counted for purposes of determining a quorum. Written proxies shall be signed and submitted to the presiding officer and recorded in the minutes and may be general or limited. No member of the Executive Committee may vote in more than one capacity apart from proxies held by such member. No member of the Executive Committee may hold more than one proxy.

5.4 Notice of Meetings; Action Without Meeting

Written notice of meetings including a description of resolutions or other action proposed to be taken shall be given by the Secretary to all members of the Executive Committee (voting and non-voting) by email at least five (5) days prior to regular or special Executive Committee meetings, provided that a shorter notice period (not less than 2 weekdays excluding public holidays in France) may be determined by the Chair if circumstances require for special meetings. In exceptional circumstances determined by the Chair, action taken at a meeting without the required notice or written resolutions adopted by members in the absence of a meeting may be subsequently ratified by the unanimous written consent of all elected members of the Executive Committee and treated as action taken at a meeting duly called and quorate.

5.5 Code of Conduct

Members of the Executive Committee 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 Executive Committee shall be open to members of Democrats Abroad France unless the Chair or Vice-Chair presiding determines that it is in the best interest of Democrats Abroad France to limit participation to Executive Committee members. 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 Democrats Abroad France 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 Standing Committees

The Executive Committee may create by resolution Standing Committees, subject to identification and appointment of appropriate leadership by the Chair. The initial Standing Committees shall be:

Nomination and Elections Procedures

Fundraising

Governance and Articles of Association

Platform and Policy

6.2 Ad Hoc Committees

The Executive Committee may by resolution create one or more Ad Hoc Committees, with such functions and responsibilities, as it shall designate, subject to identification and appointment of appropriate leadership by the Chair.

6.3 Committee Chair Appointments

The Chair shall appoint or remove the chairs of the Standing Committees and the Ad Hoc Committees (the “Committees”), which shall be subject to approval at the meeting of the Executive Committee next following such appointment or revocation. The membership of each such Committee shall be selected by the Committee Chair and notified to the Secretary.

6.4 Expiration of Committee Chair Terms

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

6.5 Open Meetings

All Committee meetings shall be open to members of Democrats Abroad France unless the Committee chair determines that it is in the best interest of the Committee to limit participation to Committee members. 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 Democrats Abroad France members on request.

6.6 Committee Reports

The Chair of each Committee shall periodically report on its activities to the Executive Committee. Each Committee shall prepare an annual report for distribution to the membership prior to the Annual General Meeting.

Article VII – Administrative Regions, Chapters and Subchapters

7.1 Establishment of Administrative Regions and Chapters

For internal administrative purposes and regional coordination of Democrats Abroad France, the Executive Committee may designate certain regions within metropolitan France as Administrative Regions in recognition of membership growth and population.

7.2 Administrative Regions

The initial ten Administrative Regions of Democrats Abroad France are: Ile de France, Normandie-Nord, Grand Est, Rhone Alps, Alps-Riviera, Provence, Occitan, Aquitaine, Brittany, and Loire. The Executive Committee may increase the number of Administrative Regions to no more than fifteen and may revise the existing Regions in response to demographic changes of the membership.

7.3 Initial Chapters

The initial Chapters are: Normandy, Strasbourg, Grenoble, Lyon, Riviera, Marseille/Aix-en-Provence, Avignon, Toulouse, Bordeaux, Brittany, and Ile de France/Paris.

7.4 Subchapters

On application of the Chair of a Chapter located in the same or adjacent Administrative Region the Executive Committee may recognize a Subchapter sponsored by such Chapter. The Subchapter recognized by the Executive Committee shall have the right to elect a Chair and Secretary and its members may also cast votes

for the officers of the sponsoring Chapter. The Subchapter Chair shall participate as a non-voting member in scheduled Executive Committee meetings and may call upon the Officers and other resources available to Chapters for purposes of member outreach, event promotion, GOTV activities, and publicity. In the application for Subchapter recognition the Chapter Chair of the sponsoring Chapter shall confirm its responsibility to provide reasonable organizational support and mentoring for the development of the new Subchapter.

7.5 Establishment of Additional Chapters

The Executive Committee may from time to time within its discretion create additional Chapters on its own initiative or acting on the recommendation of an existing Chapter within the same or adjacent Administrative Region. Upon recognition of the Chapter by the Executive Committee, the provisionally elected Chair and Secretary shall be deemed the duly elected Chair and Secretary of the Chapter until the next regular election cycle for Chapter officers. The recognition and creation of the new Chapter shall be subject to ratification by the members at the next general or special meeting.

7.6 Chapter Rules

Chapters may, but are not obligated to, adopt written rules concerning membership or procedural matters deemed by the Chapter to be necessary or desirable (for example, for purposes of complying with French prefectural registration requirements or in order to gain access to local resources). Any written rules adopted by a Chapter shall be sent to Counsel for review and assistance and shall be approved by the Executive Committee.

7.7 Voting Stations and GOTV Activities

Chapters and Subchapters shall be responsible for managing a local voting station during Democrats Abroad Global Presidential Primaries, to participate in GOTV (“get out the vote”) activities during election years, and to distribute campaign information to interested parties.

7.8 Minimum Chapter and Subchapter Membership; Other Considerations

Unless otherwise decided by the Executive Committee, a Chapter must, by way of guidance, have at least one-hundred (100) members of Democrats Abroad France having an address within the territory of the Chapter, provided that the Executive Committee may recognize prospective Chapters based on consideration of other factors such as the number of members requesting, distance from existing Chapters, assessment of the organizational action plan for the first year, and other criteria as may be deemed relevant by the Executive Committee. Chapters consistently falling below the one-hundred (100)-member minimum membership may be consolidated by the Executive Committee with another Chapter in the same or adjacent Administrative Region. Subchapters shall have a minimum of fifteen members with a residence address within the vicinity of the Subchapter. The Chair of the Chapter sponsoring a

Subchapter may determine that the activity or membership of a Subchapter is insufficient to support continuation of the Subchapter as a subdivision of such Chapter. The Executive Committee may dissolve any dormant Subchapter upon recommendation of the sponsoring Chapter.

7.9 Elections

Each Chapter and Subchapter shall elect a Chair and Secretary and as many additional officers deemed necessary by the Chapter or Subchapter leadership under direction of the Chapter or Subchapter Chair. Elections of Chapter and Subchapter officers shall be held promptly following admission and thereafter during each odd-numbered year, no later than March 15. Chapter and Subchapter elections shall be conducted and held pursuant to the Chapter Rules (if any) and otherwise broadly consistent with the procedures for elections of Democrats Abroad France officers. The Chapter or Subchapter Election Board may review the conduct of Chapter nominations and elections to ensure elections are conducted fairly and transparently and in a manner responsive to concerns raised by members.

7.10 Meetings

Chapter and Subchapter meetings shall be held at least monthly as practicable and shall be open to all members. The Secretary shall record and distribute minutes of regular meetings to Chapter members and to the Democrats Abroad France Secretary. The Chapter and Subchapter Chairs or Vice-Chair shall endeavor to participate in all scheduled meetings of the Executive Committee.

7.11 Chapter Chairs

The Chapter Chair shall, in coordination with the Executive Committee of Democrats Abroad France, be the chief executive officer of the Chapter, shall call and preside at all Chapter meetings, establishing the agenda of such meetings, and generally shall have responsibility for all Chapter activities approved by the Executive Committee in support of the mission of Democrats Abroad France. Chapter Chairs are elected by members of the Chapter they represent.

Article VIII – Caucuses

8.1 Establishment of Caucuses

A “Caucus” is a group created to better include and represent the diversity of perspectives of US constituency groups, including those historically under-represented in the Democratic Party, whether by virtue of sex, sexual orientation, race/ethnicity, or other characteristics. Caucuses help advance political engagement of their members, help clarify individual and group understanding of community issues and concerns, and help define a more equitable agenda to guide Democrats Abroad France’s internal operations and work as a political organization.

8.2 Initial Caucuses

The initial caucuses shall be: Diversity Caucus, Women’s Caucus, LGBTQ Caucus, Youth Caucus, Veterans and Military Families Caucus.

8.3 Minimum Caucus Membership; Voting

Unless otherwise decided by the Executive Committee, a prospective new Caucus shall have at least twenty-five (25) members. The Chair of a Caucus having at least one-hundred (100) members distributed among three or more Chapters shall have one vote on the Executive Committee.

8.4 Elections

Each Caucus shall elect a Chair and Secretary, or two Co-Chairs who may allocate between themselves the duties of the Chair and Secretary. Elections of Caucus officers shall be held promptly following Caucus admission and thereafter during each odd-numbered year, no later than March 15. Caucus elections shall be conducted and held consistent with the procedures for elections of Democrats Abroad France Officers. The Caucus Election Board may review the conduct of Caucus nominations and elections if issues are raised by members.

8.5 Meetings

Caucus meetings shall be held at least monthly as practicable and shall be open to all members of the Caucus. The Caucus Secretary shall record and distribute minutes of regular meetings to Caucus members and to the Democrats Abroad France Secretary.

8.6 Caucus Chair

Each Caucus Chair shall, in coordination with the National Executive Committee, coordinate the meetings and activities of the Caucus, shall endeavor to build a Caucus presence in each of the Administrative Regions and Chapters of Democrats Abroad France, shall represent the views of Caucus on the Executive Committee, and generally shall have responsibility for all Caucus activities approved by the organization in support of the mission of Democrats Abroad France. Each Caucus Chair is elected by members of the Caucus they represent.

Article IX: Participation of Representatives to the DPCA in Democrats Abroad Meetings

9.1 The Charter of Democrats Abroad (Article 2 and Article 3) and the DNC provide for participation of Democrats Abroad France and other Country Committees in certain conventions, meetings and candidate and policy selection. The right to vote in matters of the Democrats Abroad Global organization/Democratic Party Committee Abroad, the DPCA, is allocated to the National Chair, the National First Vice-Chair, and Voting Representatives, upon their election by the members of Democrats Abroad

France at the Annual General Meeting. The number of votes allocated to Democrats Abroad France is based upon a calculation made by the Executive Committee of Democrats Abroad pursuant to Section 5.4 of the Charter of Democrats Abroad and should be notified to the Democrats Abroad France Executive Committee on or before February 15th of each year. The National Chair shall have one vote, the National First Vice-Chair shall have one vote, and each Voting Representative shall have one vote. The National Chair and National First Vice-Chair and all Voting Representatives shall be present in person, by teleconference, or by proxy at all meetings of Democrats Abroad at which they are eligible to cast votes.

- 9.2 The National Second Vice-Chair (Chapter Liaison) shall be a Voting Representative by virtue of election to that office as provided in Section 4.3.2 of these Bylaws and shall also have one vote.
- 9.3 Once the voting allocation for Democrats Abroad France is determined by Democrats Abroad and the number of Voting Representatives allocated to Democrats Abroad France is known, the Executive Committee will notify the Chair of the Election Board. If the number of Voting Representatives allocated by Democrats Abroad to Democrats Abroad France should increase following the notice of elections by the Election Board pursuant to Section 11.1 hereof (thereby creating a vacancy), or if the total number of votes should otherwise come to exceed the number of elected Voting Representatives, or if a Voting Representative leaves a post vacant for whatever reason, then such vacancy shall be filled pursuant to Section 9.7 (Voting Representatives Vacancies) below.
- 9.4 The Democrats Abroad Charter requires that the National Chair, National Vice Chairs, and any additional Voting Representatives be elected in accordance with the gender balance rules of Democrats Abroad, which recognize non-binary sex and gender identities. (See also 4.2 on Chair and Vice Chair gender balance). If the number of votes allocated to Voting Representatives is odd, then the top recipient of votes of the gender different from that of the National Second Vice-Chair shall be declared to be a Voting Representative, and the remaining even number shall be won by the top male and top female vote recipients in equal number; in the case of non-binary candidates, they shall be considered eligible for either gender category for the purposes of gender balance, and as such shall win on the basis of their vote totals alone. Alternate Voting Representatives positions may also be elected and filled in this manner, as permitted by the Democrats Abroad Charter.
- 9.5 Voting Representatives shall be notified by the Chair of all Democrats Abroad communications to and from the Chair or other Officers, including but not limited to matters upon which Voting Representatives will be entitled to cast votes. Voting Representatives may but are not required to participate in Executive Committee meetings, provided that in the event Executive Committee business pertains to issues likely to be voted on by Voting Representatives the Chair will timely notify Voting Representatives that their participation is required. Voting Representatives other than elected Officers and Chapter and Caucus Chairs have no right to vote on Executive Committee business.
- 9.6 In the event that any Officer or Voting Representative is permitted and required by circumstances (absence, illness, scheduling conflict, etc.) to issue its voting proxy to an Officer or Voting Representative or another person, such Officer or Voting

Representative will notify the Chair, shall require such proxy grantee to undertake in writing to cast its vote as duly directed by the issuer of the proxy, and deliver a copy of the proxy and signed mandate to the Chair. Any additional rules for proxies established by Democrats Abroad shall be respected. No one who is a Voting Representative shall hold more than one proxy.

- 9.7 Voting Representative vacancies shall be filled at the next quorate meeting of the Executive Committee by a majority of the members present and voting. Upon removal of any Voting Representative, a replacement shall be designated simultaneously with such removal by the Executive Committee. First consideration shall be given to Alternate Voting Representatives (if any); those who have previously run for election as Voting Representative unsuccessfully may also be considered.

Article X. Other Representatives to Democrats Abroad

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

Article XI. Elections

11.1 National Election Board Selection

Elections of Democrats Abroad France Officers, Voting Representatives, Chapter and Subchapter Officers and Caucus Officers shall be administered by a National Election Board (with a chair, and a minimum of three and a maximum of five members), appointed by the Chair and approved by the Executive Committee at least 60 days in advance of the Election. In performing its tasks, National the Election Board shall be mindful of diversity and inclusion goals of the organization. No more than one member of such National Election Board may be a member of the Executive Committee and no member of the National Election Board may be a candidate in the elections administered by it. The National Election Board shall call for candidacies and oversee the conduct of the election.

11.2 Rules and Procedures

The National Election Board, in consultation with the Executive Committee, shall have authority to establish such rules and procedures for the distribution, receipt and tabulation of ballots as the Election Board deems necessary for the conduct of elections.

11.3 Country Officers and Voting Representatives

For Democrats Abroad France National Officers and Voting Representative Elections, any member of Democrats Abroad France may declare their candidacy for any office for which the member is eligible by giving notice to the National Election Board.

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

11.4 Chapter and Subchapter and Caucus Elections

Chapter, Subchapter, and Caucus Elections shall take place not later than the 15th day of March prior to National Elections and shall be conducted in a manner similar to the rules and procedures for elections of National Officers. After consultation with and approval by the National Chair, the Chair of each Chapter, Subchapter, and Caucus shall appoint a Chapter, Subchapter, or Caucus-level Election Board which will adopt rules for that election as needed to oversee it and ensure its integrity.

The National Election Board may consult on, review, and approve any nomination and election rules adopted by a Chapter or Subchapter or Caucus.

11.5 Function of the National Election Board

The National Election Board shall ensure, with the assistance of the Executive Committee, Chapter and Subchapter Officers or Caucus Leaders as the case may be, that all members of Democrats Abroad France or the Chapters or Subchapter or the Caucus are fully informed of the opening of the nominations process and of the elections. They shall adopt rules regarding the conduct of the election they are overseeing, as needed. Public notice of the nomination and election process shall be posted to the Democrats Abroad France website and may be publicized via social media, with direct notification to members of Democrats Abroad France by email.

11.6 Notice of Election

Notice of an election shall be given no less than 30 days in advance by email to members and by posting on the Democrats Abroad France website. Such notice shall provide public information about the positions for which candidacies are sought, the process by which nominations may be made, any public information sessions for those positions to be conducted (if any), and contact information for the National Election Board for those with questions. After close of the nominating period, names of each candidate, a candidate statement, and such contact information as the candidate wishes to make public shall be publicized via the Democrats Abroad France website, and via email to members, at least fifteen (15) days preceding the election. candidacy statements may be in written or multimedia format, in conformity with the content, length, and standards the National Election Board may in advance determine. For National Officer positions requiring specific competencies and skills, the National Election Board may require that candidacy statements include relevant educational and professional credentials and work experience. For Voting Representative positions the National Election Board may require the candidacy statement to include an undertaking by the candidate if elected to participate and vote in Democrats

Abroad meetings and to remain current on Democrats Abroad activities and issues upon which they may be required to deliberate and vote.

11.7 Conduct of Elections

All elections may be conducted, to the extent practicable as determined by a vote of the Executive Committee, by secure electronic vote permitting the identification by name of each voting member and the votes cast by such voting member (pursuant to Democratic Party rules requiring open and public elections and including, where relevant, any applicable rules permitting write-in candidates and nominations from the floor). Electronic ballots shall be printable and allowed to be returned via postal mail, pursuant to 11.8. For meetings conducted in person, paper ballots shall be made available for those who prefer to use them. Voting may take place at a Voting Center or Centers designated by the National Election Board or by absentee ballot. No vote shall be cast by proxy.

11.8 Mailed Ballots Return Deadline

Voters may, at their option and own expense, return their voted ballots by postal mail to an address designated by the National Election Board. ~~Ballots sent~~ Ballots returned by postal service in all elections shall be received no later than two calendar days immediately prior to Election Day (the day the National Election Board shall count the votes and declare the results of the particular election). This is to allow time for the National Election Board to receive these ballots and to include them in the count. Ballots that are not received at least two days prior to Election Day may be disregarded; note that the National Election Board may make such exceptions as it deems reasonable taking into account events or circumstances such as labor strikes, or natural or human-caused disasters that disrupt postal delivery service in France, as long as such exceptions are made fairly and applied consistently.

11.9 Election Determined by Plurality Vote

All elections shall be determined by a plurality of votes of the members voting.

11.10 Security

The National Election Board shall tally voted ballots with the aid of appointed tellers at the meeting called for such purpose. Electronic or online voting system must be secure, such that the National Election Board members and their appointed tellers can ensure and verify the validity of the votes cast and integrity of their tabulation. Voted ballots may be electronic or online, or may be returned by postal mail, or scanned and transmitted electronically in non-modifiable format to an address indicated by the National Election Board.

11.11 Challenges to Elections

- (i) Challenges to the election of any office holder or Voting Representative of Democrats Abroad France shall be submitted to the National Election Board,

which shall, if necessary, refer the matter to the newly-elected Executive Committee for resolution unless the newly elected Executive Committee cannot achieve a quorum without any individuals whose election is subject to challenge, in which case the National Election Board shall refer any challenges to Democrats Abroad for a decision or an opinion as to how to adjudicate the challenge. The National Election Board shall cooperate with the Executive Committee 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 National Election Board. The National Election Board shall promptly inform the person whose election is being challenged as well as the National Executive Committee and the Chapter Chair or Subchapter Chair or Caucus Chair, as the case may be. In determining any such challenge, the National Election Board shall use the rules adopted by Democrats Abroad for such challenges, *mutatis mutandis*.

Article XII. Meetings Generally

12.1 Method of Holding Meetings

General and special meetings of the membership, meetings of the National Executive Committee, the Chapters, the Subchapters, the Caucuses, the National Election Board and any Committee established pursuant to these Articles, may be held in person or by telephone, video conference, internet-conference or other 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.

12.2 Membership Meetings; Annual General Meeting

The Annual General Meeting of the membership of Democrats Abroad France shall be held on or before April 30th of every year. Written notice of the date and place and agenda of such meeting shall be sent by the Secretary by email to every member at least thirty (30) days prior to such meeting. Special meetings of the members may be called by the National Executive Committee (by vote of at least five National Officers including the Chair or a Vice-Chair) on not less than five days written notice. The Annual General Meeting and special meetings of the members will be held at a location determined by the Executive Committee, inclusive of possible options to conduct the meeting entirely via remote means, such as by telephone, video-conference, or other similar electronic means allowing access to the deliberations of the meeting. The Executive Committee shall take such steps as appropriate to facilitate and support such remote participation, and to generally ensure accessibility and transparency at meetings of the membership. If held electronically and if technically possible, such meeting shall be recorded and made available to all Democrats Abroad France members. At the Annual General Meeting a report of the activities of Democrats Abroad France since the previous Annual General Meeting

shall be presented along with such other reports as the Executive Committee may deem appropriate.

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

All meetings of the members of Democrats Abroad France will be conducted in accordance with and in the following order of priority in the event of a conflict: (i) these Articles, (ii) any applicable Resolutions or rules adopted by the Executive Committee 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 the most recent edition of Robert's Rules of Order Revised if it is deemed by the presiding officer 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

Voting in all meetings at which official business is conducted may be by show of hands, roll call, written ballot or electronic means 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.

12.5 Quorum

The quorum required for any meeting of the Democrats Abroad France national membership at which official business is conducted shall be at least thirty 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. Quorum rules appropriate for Chapter and Caucus official business meetings may be set by the Chapter or Caucus.

Article XIII. Proxy Voting

13.1 Executive Committee Meetings

Except as otherwise provided in the Charter of Democrats Abroad in respect of proxies by officers and Voting Representatives, voting proxies within Democrats Abroad France may be used only in Executive Committee meetings and of similar meetings in Chapters which have created management committees and have authorized the use of proxies under their Chapter Rules. Proxies shall be recorded with the minutes of such 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 committee member to whom the proxy is being given and may be (i) either general or limited, and (ii) uninstructed or instructed. Proxies may not be used to determine whether a quorum is present. No member can carry more than one proxy.

13.2 Voting in Single Capacity

No member of any committee (including the Executive Committee) shall be entitled to vote at meetings of such committee in more than one capacity (other than by permitted proxy).

13.3 No Proxies

Except as provided in Section 9.5 of these Articles, the use of proxies by Democrats Abroad France members in meetings for elections or removal of officers or Voting Representatives or amendments to these Articles is prohibited.

Article XIV Resignation; Removal from Office or Membership

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

- (i) Any Democrats Abroad France office holder (whether at the Country or Chapter or Subchapter or Caucus level) may resign by written (including email) notice given to the Chair or Secretary or the Chapter Chair or the Subchapter or Caucus Chair as appropriate.
- (ii) Any Democrats Abroad France member may withdraw from membership any time by written notice, including email, to the Secretary, or by updating their membership account preferences on the Democrats Abroad website.
- (iii) A member of Democrats Abroad France who ceases to have a residence in France shall be deemed to have withdrawn from Democrats Abroad France, provided that if such person is a member of the Executive Committee or is an officer of a Chapter or Subchapter such withdrawal shall not be effective until such person either resigns or is removed from office on the basis that s/he is no longer qualified to be a member of Democrats Abroad France.

14.2 Removal from Office or Membership for Cause

- (i) After notice and opportunity for hearing and upon grounds found by three-fifths of the Executive Committee present and voting to constitute good and sufficient cause, the Executive Committee may remove any member of Democrats Abroad France from any office that such officer may hold in Democrats Abroad France (including without limitation any elected office) and/or membership in Democrats Abroad France.
- (ii) Pursuant to the Charter of Democrats Abroad, the Chair or First Vice-Chair of Democrats Abroad France may be removed as voting members of the Democratic Party Committee Abroad, or DPCA. In this event, the Chair or First Vice-Chair shall also be removed from office in Democrats Abroad France automatically and the vacancy created by such removal shall be filled promptly by the Executive Committee from other members of the Executive Committee

on an interim basis with full voting privileges; such person(s) to serve until the next elections conducted under Article XI.

- (iii) 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 public in order to avoid the embarrassment of the member subject to the proceedings or if confidentiality is otherwise desirable unless the member subject to the proceedings demands that the hearing be open to the public.

Article XV Transition Provisions

(Space reserved.)

Article XVI Language

These Articles have been adopted by vote of the members in both the French and English languages. In the event of a conflict between the French and the English versions of these Articles, the French version shall prevail. All notices and other communications to and from members and resolutions and other written actions taken at meetings shall be solely in the English language.

Adopted by vote of the members on the _____ Day of April 2021.

Attest:

Chair

Secretary