

DEMOCRATS ABROAD IRELAND BY-LAWS

Adopted on 14 October 1997

Revised April 18, 2009

Revised 17 April 2010

Revised 12 April 2014

Revised December 14, 2022

Article I – Name

The name of the organization shall be Democrats Abroad Ireland (hereinafter “DA Ireland” or “organization”). The organization may also use the secondary name “Democratic Party Committee in Ireland”.

Article 2 – Purpose and relationship in Democrats Abroad

Section 2.1: Democrats Abroad Ireland is a Country Committee to the Democratic Party Committee Abroad (hereinafter “DPCA” or “Democrats Abroad”), a non-profit association organized and operating under the Uniform Unincorporated Nonprofit Association Act of 2000, D.C. Code §§ 29-971.01 et seq.

Section 2.2: The purposes of Democrats Abroad Ireland shall be to (1) advance the interests of the Democratic Party of the United States and of Democrats Abroad and to provide for appropriate action by its supporters residing or working in Ireland and (2) to provide social opportunities and events for the pleasure and recreation of its members and their guests, including the celebration of American holidays.

Article 3 – Members

Section 3.1: Members must be citizens of the United States, who are of voting age (or will be of voting age before the next Federal election), in the US district where they are eligible to vote who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident or working in Ireland. To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in Ireland shall be represented within the organization.

Section 3.2: 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 been given reasonable notice of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.

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

Section 3.4: By becoming a member of Democrats Abroad Ireland, each member of the organization consents to the delivery of his/her name, mail and email addresses, telephone and fax numbers and US voting district/State and other information contained on the membership list of the organization to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in Democrats Abroad Ireland automatically results in membership in DPCA.

Article 4 – Cessation of Membership

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

Article 5 – Officers

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Counsel. The Executive Committee and the Nominations and Elections Committee (NEC) shall use reasonable efforts to recruit, nominate, elect and appoint members to the Executive Committee who reflect a cross section of DA Ireland's membership, taking into account all relevant factors including, without limitation, age, ethnicity, gender and gender identity or expression, and geographic location across Ireland. "Reflect," as used in this article, does not require the application of quotas, but requires a good faith attempt to achieve representative participation. The Chair and Vice Chair shall of different sex, as declared by each candidate, in advance of the election.

Article 6 – Chairperson

The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex-officio on all committees of the organization, including Standing Committees, with full voting privileges. The Chairperson shall represent Democrats Abroad Ireland at meetings of the DPCA, and shall be the first DPCA Voting Representative, either in person or by proxy. By the annual specified deadline of each year, the Chairperson shall certify to the International Chair of the DPCA that the membership database containing the names (and such other information as the DPCA Executive Committee shall require) is current and correct for certification of the number of members and such certification must be attested to by the Secretary or Treasurer of Democrats Abroad Ireland. The database referred to in the previous sentence shall be in the format from time to time prescribed by the Executive Committee.

Article 7 – Vice Chairperson

In the absence of the Chairperson, the Vice Chairperson shall call and preside at meetings of members and of the Executive Committee and shall have all the rights of the Chairperson in such capacity. The Vice Chairperson shall have such duties as the Chairperson shall define. The Vice-Chairperson shall also represent Democrats Abroad Ireland at meetings of the DCPA, and shall be the second DPCA Voting Representative, either in person or by proxy.

Article 8 – Secretary

The Secretary shall maintain and, by the specified annual deadline, certify a current list of members of the organization (containing the name, mail, and email addresses, telephone and fax numbers and US voting district/State and such other information as the DPCA may from time to time require); maintain minutes of all meetings; maintain all files and administrative records of the organization. All such records shall be open for inspection by members. The Secretary shall have such other duties as the Chairperson shall define, and shall be the third DPCA Voting Representative (if applicable), either in person or by proxy.

Article 9 – Counsel

The Counsel shall be available for consultation by Democrats Abroad Ireland or its Officers on legal and procedural questions relating to Democrats Abroad Ireland and its activities. By the specified annual deadline the Counsel shall furnish to the DPCA a copy of Democrats Abroad Ireland's Bylaws, indicating any amendments made during the year. The Counsel shall have such other duties as the Chairperson shall define, and if compatible with the gender balance rules, shall be the fifth DPCA Voting Representative, either in person or by proxy (if applicable).

Article 10 – 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 upon request. The Treasurer shall have such other duties as the Chairperson shall define, and if compatible with the gender balance rules, shall be the fourth DPCA Voting Representative, either in person or by proxy (if applicable). The Treasurer shall keep the Executive Committee informed of any significant expenditures to be undertaken by the organization. The Treasurer may consult with the International Treasurer of DPCA from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

Article 11– Executive Committee

Section 11.1: The Executive Committee shall be composed of the Chairperson, Vice Chairperson, Secretary, Treasurer, Counsel, and at least two (2) and up to four (4) Members-at-Large, preferably one of whom is a young Democrat (under 40), elected from among the eligible members of Democrats Abroad Ireland.

Section 11.2: The Executive Committee shall administer and manage the organization. The Executive Committee shall meet at regular intervals upon call by the Chairperson, for the purpose of consulting with and advising the Chairperson in the administration of the organization. A meeting of the Executive Committee also may be called by one-third of the Executive Committee.

Article 12 –Voting Representatives and DPCA Votes

Section 12.1: The members of Democrats Abroad Ireland are represented in the DPCA by the Chair person and Vice-Chairperson of Democrats Abroad Ireland and such Voting Representative(s) as may be authorized by DA Ireland’s bylaws.

Section 12.2: The first five Voting Representative(s) of Democrats Abroad Ireland shall be the elected members of the Executive Committee, in accordance with the provisions of Articles 6 through 10. Any additional Voting Representatives shall be elected in accordance with the provisions of Section 12.3.

Section 12.3: The Voting Representative(s) shall be nominated and elected in the same manner and at the same time as the Officers.

Section 12.4: The term of all Voting Representatives shall be co-extensive with the term of the Officers.

Section 12.5: The total number of Voting Representatives shall be established by the Executive Committee of Democrats Abroad Ireland within the terms allowed by the DPCA Charter.

Article 13 - Committees

Section 13.1: The Executive Committee may create one or more ad hoc and Standing committees, with such functions and responsibilities as it shall designate (i.e., Membership, Voter Registration, Special Issues, Special Events, Fundraising and Communications).

Section 13.2: The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.

Section 13.3: The Chairperson shall appoint and remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by 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.

Section 13.4: Meetings of all committees shall be open to all members of the organization.

Article 14 - Other Officers

The Chairperson may appoint and remove such assistant Officers or honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

Article 15 – Terms

Section 15.1: The Officers and Members-At-Large of the Executive Committee shall be elected every two (2) years in odd numbered years at the annual meeting of the organization (which meeting shall be held no later than required by the DPCA). If an election, for whatever reason, is held in an even year, the next election should be held in an odd year to get back on the odd year schedule. They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same office with the exception of counsel.

Section 15.2: In the event that there is no candidate for an Executive Committee office, an Officer who has served previous consecutive terms in that office may be elected to another term, pending approval by a two-thirds (2/3) majority of votes cast by members present at the annual meeting of the organization.

Section 15.3: The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

Article 16 – Nominations and Elections

Section 16.1: The Officers and Members-at-Large of the Executive Committee shall be elected by a majority of votes of the members voting (in person, by proxy, by electronic means, or as otherwise agreed to by the Executive Committee, in collaboration with the Nominations and Elections Committee at the odd-years' annual meetings held no later than required, or in the case of a vacancy, at the general meeting at which the election is held.

Section 16.2: A Nominations and Elections Committee (hereinafter "NEC") composed of no fewer than three members of Democrats Abroad Ireland shall be named by the Chairperson with the approval of the Executive Committee no later than 60 days prior to an election. The members of the NEC shall elect a chairperson ("NEC Chairperson") from among its appointed members. All NEC members shall comply with DPCA Election Rules. The NEC shall not include any candidate for office. The Nominations and Elections Committee (NEC) shall use reasonable efforts to recruit, nominate, elect and appoint members to the Executive Committee who reflect a cross section of DA Ireland's membership, taking into account all relevant factors including, without limitation, age, ethnicity, gender and gender identity or expression, and geographic location across Ireland. "Reflect," as used in this article, does not require the application of quotas, but requires a good faith attempt to achieve representative participation.

Section 16.3: The NEC shall receive nominations of Democrats Abroad Ireland members for elected officer positions from the membership and can make nominations, with the consent of the nominated member, for any expiring position. The NEC shall notify the membership of upcoming elections and solicit nominations no less than 30 days prior to the election. Any member of the Democrats Abroad Ireland wishing to run for an expiring position and not nominated by the NEC shall declare their candidacy at least 17 days before the annual meeting in writing addressed to the NEC Chair

Section 16.4: The NEC Chair shall prepare ballots containing the names of the nominated candidates for distribution to the membership of the organization no earlier than 17 days before the AGM/Election meeting and no later than 14 days before such meeting. Such ballots shall be posted to the website and mailed or e-mailed to all Democrats Abroad Ireland members no less than 14 days before the election meeting.

Section 16.5: The NEC shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections and/or at the AGM/Election meeting. The NEC shall ensure adequate distribution of all such information to the membership, including posting on the Democrats Abroad Ireland website.

Section 16.6: In order to facilitate absentee voting, no nominations may be made from the floor except when there is no declared candidate for an office to be filled.

Section 16.7: The NEC shall run the election part of any membership meeting. The Officers and Members-at-Large shall be elected by a simple plurality of votes of (i) the members voting in person or by proxy, or (ii) by written or electronic ballot. Should proxy votes be allowed, each member attending a meeting is limited to carry a maximum of two (2) proxy votes. All ballots and votes shall be verified and counted by the members of the NEC or by tellers they appoint to count the votes. The candidate receiving the most votes shall be elected. A tie in the number of votes cast for an elected position shall be resolved by a run-off election. If the run-off does not resolve the tie will be decided by a coin-toss.

Section 16.8: Provision shall be made to enable members to vote remotely by mail or via authenticated electronic means (e.g., fax, e-mail, via the Web, etc.). Additionally, as a general principle, where the NEC chairperson considers it useful, and exceptional circumstances, such as COVID-19, or force majeure justify, provision shall be made to enable members to vote early in advance of the meeting where elections will take place. The NEC shall determine how to execute early voting procedures for elections. Ballots submitted by mail or electronically shall be collected by the NEC and counted during the election meeting/AGM.

Section 16.9: In accordance with Democratic Party and DPCA rules, there is no secret ballot voting in Democrats Abroad Ireland elections. All ballots cast must include such personal identification and contact data (i.e., name, phone, e-mail) as to allow for validation that the voter is a member of Democrats Abroad Ireland - and to confirm that votes are counted as the voter intended. An electronically submitted ballot with a typed name shall constitute a valid "signature," as long as the ballot is submitted from the e-mail address registered in the membership database. The NEC is permitted to use additional means to validate ballots. In case multiple ballots are cast by one member, the first ballot submitted will be counted.

Section 16.10: The Chair and the Secretary shall certify the minutes of the election meeting. The Secretary shall submit the certified minutes to the DPCA Secretary, together with the complete contact information of all elected officers within 15 days of the election. The election results also shall be reported promptly to the full membership of Democrats Abroad Ireland.

Section 16.11: An election may be challenged by any eligible member. For this purpose, an eligible member is a candidate who did not receive a sufficient number of votes for a successful election. The NEC shall hear and adjudicate all election challenges. Challenges must be submitted in writing to the NEC within 30 days of the election.

Article 17 –Removal from Office

Section 17.2: Any Officer or Member-At-Large of the Executive Committee may be removed from office by a vote of two-third (2/3) of

- (i) those present at a duly convened meeting of the membership or
- (ii) a vote of three-fourths of the Executive Committee at a duly convened meeting.

Section 17.2 The Officer or Member-at-Large must be given due notice of the pending vote and the must be given the opportunity to present her or his position.

Article 18 – Vacancies

Any vacancy among the Officers or the Members-At-Large of the Executive Committee may be filled by special election held at any subsequent meeting of the members of the organization in accordance with Articles 15 and 16 hereof. Until such vacancy is filled, the Chairperson may appoint in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer or Member-At- Large elected at a special election shall serve only until the next regular election.

Article 19 – Notice

Notice of Annual Meetings, meeting at which elections will be held, and meetings to amend these Bylaws shall be sent or given to members at least thirty (30) days before the meeting. Notice of other meetings of members and of the Executive Committee shall be given by such method as the Chairperson shall from time to time reasonably prescribe. Notice may be sent by post, e-mail, fax, or any other means that may be deemed reasonable under the circumstances.

Article 20 – Meetings

Section 20.1: An annual meeting of members shall be held no later than required and shall act upon the following:

- (i) approval of the accounts and the report of the Chairperson and the Treasurer for the proceeding calendar year,
- (ii) in odd number years, the election of the Officers and Members-At-Large of the Executive Committee, and
- (iii) such other business as the Chairperson shall deem appropriate.

Section 20.2: Other meetings of the membership may be held from time to time upon call by:

- (i) the Chairperson,
- (ii) one-third (1/3) of the Executive Committee or
- (iii) 10% of the membership who request the holding of a meeting.

Section 20.3: 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).

Section 20.4: Meetings of Democrats Abroad Ireland may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by majority vote.

Section 20.5: For the purposes hereof, a quorum shall be determined as follows:

- (i) for meetings of the membership, at least twelve (12).
- (ii) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half (1/2) of the members of such committee

Article 21 – Rules Applicable to Democrats Abroad Ireland

The functioning of Democrats Abroad Ireland shall be governed by

- (i) these Bylaws and such rules as the Executive Committee may from time to time adopt;
- (ii) the Bylaws of Democrats Abroad; the Charter and Bylaws of the Democratic Party of the United States; the Charter and

Bylaws of the Democratic National Committee; such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall adopt from time to time.

- (iii) 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 upon the approval of the Executive Committee

Article 22 – Chapters

Section 21.1: Chapter committees may be duly recognized from time to time by the Executive Committee of Democrats Abroad Ireland. To qualify as a Chapter, a group must have at least fifteen (15) members, all of whom shall be ordinarily resident in a given region. Chapters consisting of members of Democrats Abroad Ireland may be recognized or dissolved by a two-thirds (2/3) vote of the Executive Committee present and voting.

Section 21.2: From time to time, the Executive Committee shall adopt Standing Resolutions for the governance of the Chapters.

Section 21.3: Membership in a recognized Chapter is open to any American citizen of voting age who has joined Democrats Abroad Ireland and is ordinarily resident or working in the given region.

Section 21.4: Each Chapter shall be headed by a Chapter Chair elected from amongst the membership of the Chapter at a meeting of the Chapter. The Chapter Chair shall, in coordination with the Executive Committee of Democrats Abroad Ireland, 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 organization.

Section 21.5: The Chapters shall be recognized only for the internal purposes of Democrats Abroad Ireland and are an integral and integrated part of Democrats Abroad Ireland. They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of the Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. They shall not operate any separate bank accounts. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of Democrats Abroad Ireland.

Section 21.6: The Chapter Treasurer, if one is appointed, shall be subject to the supervision of the Treasurer of Democrats Abroad Ireland and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance. The use and expenditures of funds shall be determined pursuant to

(i) prior ad hoc agreements reached between the Chapter and the Executive Committee and/or

(ii) Standing Resolutions adopted by the Executive Committee. In no event shall the expenditure of funds be

agreed to or any funds be disbursed by the Chapter without the prior consent of the Treasurer of Democrats Abroad Ireland.

Section 21.7: The presence of ten (10) members is required for a quorum at a Chapter meeting.

Article 23 – Amendments to Bylaws

Section 23.1: These Bylaws may be amended by a two-thirds (2/3) vote of the members present, a quorum being present as defined in Section 20.5, at a regularly constituted meeting or Annual Meeting of the membership of Democrats Abroad Ireland. Casting votes to amend the Bylaws by letter or electronic means shall not be permitted unless there has been discussion of the amendment at the immediately preceding meeting of the membership. The text of any proposed amendment shall be circulated with the notice of any meeting where the amendment shall be discussed or voted upon. Membership shall be given at least 14 days to review any submission of amendment(s) or revisions before a vote is held.