

DEMOCRATS ABROAD IRELAND BY-LAWS

Adopted on 14 October 1997

Revised April 18, 2009

Revised 17 April 2010

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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 within 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 purpose of Democrats Abroad Ireland shall be to 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.

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), who have declared themselves to be Democrats and are resident or working in Ireland.

Section 3.2: 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 3.3: 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 March 31 of each year 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 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 Vice-Chairperson shall be of the opposite sex from the Chairperson.

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. By January 31st 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. The Vice Chairperson shall have such duties as the Chairperson shall define.

Article 8 – Secretary

The Secretary shall maintain and, by January 31st of each year, 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.

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 January 31st of each year, Counsel or another Officer shall furnish to the International Council of DPCA a copy of Democrats Abroad Ireland’s Bylaws, indicating any amendments made during the year.

Article 10 – Treasurer

The Treasurer shall manage the finances of Democrats Abroad Ireland, maintain its financial reports, 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 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, one of whom must be a Young Democrat, elected from among the eligible members of Democrats Abroad Ireland. The chairpersons for the Standing Committees shall be ex-officio members of the Executive Committee with full voting privileges.

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

Article 12 – Committees

Section 12.1: Democrats Abroad Ireland shall have the following Standing Committees: Membership/Voter Registration, issues, Programs/Special Events, Fundraising and Newsletter/Communications

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

Section 12.3: 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 12.4: Meetings of all committees shall be open to all members of the organization.

Article – 13 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 14 – Terms

Section 14.1: The Officers and Members-At-Large of the Executive Committee shall be elected every two (2) years at the annual meeting of the organization (which meeting shall be held no later than end of March). 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.

Section 14.2: The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

Article – 15 Nominations

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

Section 15.2: At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide whether the elections shall be conducted (i) by mail ballot (to be counted at the annual meeting) or (ii) by vote (in person or by proxy) held at the annual meeting.

Section 15.3: The Nominations Committee shall notify its nominations to the membership no less than one month prior to the annual meeting.

Section 15.4: If elections are to be conducted by mail, any member of the organization wishing to run for office as an Officer or as Member-at-Large of the Executive Committee and not nominated by the Nominations Committee shall declare his/her candidacy at least 14 days before the annual meeting by a letter addressed to the Chairperson of the Nominations Committee. The Nominations

Committee shall send ballots by mail to the membership of the organization no earlier than thirteen (13) days before the annual meeting and no later than ten (10) days before such meeting.

Section 15.5: If the elections are to be held by mail ballot, no nominations may be made from the floor, except when there is no declared candidate for an office to be filled. If the elections are to be conducted by vote (in person or by proxy) nominations for all positions to be filled may be made from the floor at the annual meeting.

Article 16 – Elections and Removal from Office

Section 16.1: The Officers and Members-At-Large of the Executive Committee shall be elected by a majority of votes of

- (i) the members voting (in person or by proxy) at the Annual Meeting (or in the case of a vacancy, at the general meeting at which the election is held) held no later than March 31 of odd-numbered years; or
- (ii) by mail ballot counted at the Annual Meeting (or in the case of a vacancy, at the general meeting at which the election is held) held no later than March 31 of odd numbered years. In the event of an election to be held by mail ballot, ballots received by mail shall be kept unopened and delivered to tellers appointed by the meeting to count the votes.

The Secretary shall certify the results of the election to the International Secretary of DPCA and forward the minutes of the election meeting (or general meeting at which an election may be held as noted in Section 16.1(i) or (ii)) with full address and contact information of the office holders elected.

Section 16.2: 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) those voting in a duly organized vote by mail on the questions.

Article 17 – 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 XV and XVI hereof. Until such vacancy is filled, the Chairperson may appoint in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer or Member-At-

Large elected at a special election shall serve only until the next regular election.

Article 18 – 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.

Article 19 – Meetings

Section 19.1: An annual meeting of members shall be held no later than March 31st of each year and shall act upon the following:

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

Section 19.2: 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 19.3: All meetings of the membership, the Executive Committee, the Standing Committees and ad hoc committees (if any) shall be open to the membership and conducted in accordance with these Bylaws (including the provisions on notice).

Section 19.4: 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 20 – 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.

Article 21 – 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 22 – Young Democrats

Section 22.1: Democrats Abroad Ireland recognizes the importance and value of recruiting and engaging Young Democrats resident or working in Ireland, whether they are temporary or long-term residents, and endeavors to facilitate their active membership of the organization to the extent possible.

Section 22.2: For purposes of these By-Laws, Young Democrats are those American citizens who are registered Democrats, resident or working in Ireland and aged eighteen (18) to thirty-five (35) years of age.

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 19.4, 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.

Article 24 – Governing Rules

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; and (ii) the Charter of Democrats Abroad and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall adopt from time to time. In the event of a conflict between (A) these Bylaws and the rules referred to in the subclause (i) of the previous sentence and (B) the

documents, rules, and regulations referred to in subclause (ii) of the previous sentence, the documents, rules, and regulations of subclause (ii) shall prevail. To the extent not otherwise provided for herein, procedural questions shall be settled in accordance with the current edition of Roberts Rules of Order.