



DEMOCRATS ABROAD KENYA BYLAWS

Current Version: 2021 July 4

Article I: Name of the Organization

These Bylaws govern an organization having as its name Democrats Abroad Kenya (hereinafter “DA-KE”).

Article II: Purpose and Relationship to Democrats Abroad

2.1 Country Committee

DA-KE is a constituent member of the Democratic Party Committee Abroad (hereinafter “DPCA”). The DPCA recognizes DA-KE as a Country Committee within Democrats Abroad.

2.2 Purpose

The purpose of DA-KE shall be to advance the interests and ideals of the Democratic Party of the United States (hereinafter “Democratic Party”) and of Democrats Abroad as stated in the Charter of the Democratic Party (§17) and the DPCA Charter, and to provide a platform for appropriate action by its members and supporters who reside in Kenya.

Article III: Membership

3.1 Requirements

Individuals who wish to join DA-KE must meet all of the following qualifications: (i) be a citizen of the United States, (ii) be of voting age, meaning having attained eighteen years of age by the next federal election subsequent to joining, (iii) subscribe to the principles of the Democratic Party and of Democrats Abroad, and (iv) have their principal place of residence in Kenya. Membership in DA-KE automatically results in membership in Democrats Abroad.

3.2 Fees

No fees, dues or past voting record shall be required as a condition of membership or voting status in DA-KE.

3.3 Application Process

To join DA-KE, a prospective member must complete the DPCA online membership application form made available at the DPCA website.

3.4 Consent to Personal Data Use

By becoming a member of DA-KE, the member explicitly consents to the delivery of their name and all other information contained on the membership

form to the DPCA for such lawful use as defined in the DPCA Charter.

3.5 Validation of Personal Data

Each member has the right to inspect and correct their own membership data as maintained in the DPCA membership database.

3.6 Limitations on Use of Personal Data

Membership records shall be kept confidential, and they shall not be available to any person other than members of the DA-KE Executive Committee, DPCA, or DA-KE members with designated responsibility in connection with elections or database management. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, of Democrats Abroad, or of DA-KE. 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 Maintenance

Membership records shall be maintained by the Secretary or a designated Membership Database Administrator in a manner consistent with DPCA requirements and applicable data security laws. A validated and up-to-date membership database shall be submitted to the appropriate officers of the DPCA each year in accordance with DPCA requirements.

3.8 Cessation of Membership

Any member shall cease to be a member if they no longer meet the requirements of membership as defined in Article 3.1. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the Democrats Abroad Country Committee Election Procedures (hereinafter “DA-CCEP”). A member may also notify the Chair, the Secretary, or the DPCA in writing that the member wishes to resign from DA-KE. A former member may be reinstated under the same conditions as a new member.

3.9 Removal of Membership

Members who, by their actions, demonstrate that they no longer subscribe to the principles of the Democratic Party and of Democrats Abroad may be removed from membership by a two-thirds (2/3) vote of the members of the Executive Committee, provided that (i) such vote may only be taken at a meeting of the Executive Committee, (ii) the member has been given at least 21 days advance written notification by the Executive Committee of its intention to remove the member, and (iii) the member has had reasonable opportunity to contest the proposed action by the Executive Committee. The Executive Committee shall adopt such additional rules of procedure as it deems necessary to ensure that the removal hearing is conducted in a fair manner. A member so removed may appeal the decision of the Executive Committee at a general meeting of the DA-KE Membership.

Article IV: Executive Committee & DPCA Voting Representative(s)

4.1 Members of the Executive Committee

The DA-KE Executive Committee shall be composed of elected officers (hereinafter “Members of the Executive Committee”): Chair, Vice-Chair, Secretary, Treasurer, Counsel, and two (2) to six (6) Members-at-Large. The DPCA Voting Representative(s), chairs of the Standing Committees, Ad-Hoc Committees, and Appointed Positions as defined in Article VII shall be observers of the Executive Committee without voting privileges.

4.2 Gender Balance

Following Democratic Party and DPCA policy, the Chair and the Vice-Chair shall not be of the same sex. If DA-KE has more than one (1) DPCA Voting Representative, then gender balance shall apply as defined in the DPCA charter. For the purposes of this section, the term 'sex' is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America.

4.3 Chair

The Chair shall be the chief executive officer of the organization, shall call and preside at all Meetings of the Membership and of the Executive Committee, establish the agenda of such meetings, shall be responsible for carrying out the programs, policies, and activities approved by the organization, and shall be a DPCA voting member. The Chair shall be responsible for ensuring the organization is in compliance with host-country laws and regulations. The Chair shall sit ex-officio on all committees and subcommittees of the organization, 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 (including the Chair) insofar as compliance with the DPCA Charter and host country laws and regulations is maintained.

4.4 Vice-Chair

In the absence of the Chair, the Vice-Chair shall call and preside at Meetings of the Membership and of the Executive Committee. The Vice-Chair shall be a DPCA voting member and may have such other duties as the Chair shall define.

4.5 Secretary

The Secretary shall oversee the maintenance of a current DA-KE membership list as defined in Article 3.7, keep the minutes of all meetings and all DA-KE files and administrative records. All such documents shall be available for review by any DA-KE member.

4.6 Treasurer

The Treasurer shall manage the finances of the organization, maintain its financial reports to members, prepare an annual budget (financial year ending March 31) for Executive Committee approval, make and maintain such financial reports as may be required by law, and, together with the Chair, be a DA-KE bank account cosignatory. All such documents shall be available for review by DA-KE Auditors and members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United

States Federal Election Commission).

4.7 Counsel

The Counsel shall be available for consultation by the Executive Committee and its officers on legal and procedural questions relating to DA-KE and its activities. The Counsel shall consult with the DPCA Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping. If no Counsel is available, DA-KE shall rely on the DPCA Counsel.

4.8 Members-At-Large

Members-At-Large have full Executive Committee voting privileges and participate in the work of the Executive Committee to support the organization. The Chair may appoint Members-at-Large to participate in such projects or committees as are needed for the effective functioning of DA-KE.

4.9 DPCA Voting Representative(s)

The DPCA Voting Representative(s) shall be nominated and elected at each Annual General Meeting (hereinafter “AGM”) with Regular Elections. DPCA Voting Representative(s) are assigned to DA-KE and are elected to represent DA-KE at international meetings. Voting Representative(s) may also be, but need not be, elected members of the Executive Committee. DA-KE shall elect at least the minimum number of Voting Representative(s) necessary to enable it to cast all its votes. A DPCA Voting Representative has no voting status on the DA-KE Executive Committee.

4.10 DPCA Voting Delegation

DA-KE’s DPCA Voting Delegation consists of those persons who have been elected to represent DA-KE within the DPCA, and who hold the right to vote in the DPCA. These persons are the Chair, Vice-Chair, and DPCA Voting Representative(s). No person voting for DA-KE shall carry more than one (1) vote, excluding any proxy votes allowed by the DPCA Charter.

4.11 Term of Office

All Members of the Executive Committee and DPCA Voting Representatives shall be elected in a Regular Election, which takes place at the AGM in odd-numbered years. Members of the Executive Committee shall be elected for a two-year term expiring two weeks after the election of their successor. No Executive Committee member, except members at large, may serve more than two consecutive full terms in the same position, whereby any such office-holder elected to serve out the balance of a term for a period of fewer than 365 days shall not be deemed to have served a full term. Members at large may serve no more than 3 consecutive terms. There shall be no term limits applied to DPCA Voting Representatives.

In the event that there is no candidate for an Executive Committee office, an office-holder who has served previous consecutive terms in that office may be elected to another term by a two-thirds (2/3) majority of votes cast in accordance

with the procedures established by the NEC.

4.12 Expiration of Term

The terms of all Members of the Executive Committee and DPCA Voting Representatives shall automatically expire two weeks following a Regular Election in accordance with the foregoing paragraph.

Article V: Executive Committee Responsibilities

5.1 Meetings

The Executive Committee shall meet at least six times a year upon call by the Chair for the purpose of consulting with and advising the Chair in the administration of the organization. A meeting of the Executive Committee may be called by any two Members of the Executive Committee. Meetings of the Executive Committee are open to all DA-KE members pursuant to 10.4.

5.2 Responsibilities

The Executive Committee shall be responsible for the conduct of the affairs of DA-KE in accordance with policies of the Democratic Party and the DPCA. The Executive Committee shall adopt a budget for DA-KE prior to the AGM each year. Decisions taken by the Executive Committee shall, unless otherwise stipulated within these Bylaws, be (i) by simple majority vote of those present in person or proxy or participating by real-time electronic means at any quorate meeting of the Executive Committee, or (ii) if such vote is taken by electronic means or other written form, by simple majority of the quorate Executive Committee.

5.3 Code of Conduct

Members of the Executive Committee, DPCA Voting Representatives and appointed Committee Members are expected to adhere to the DPCA Code of Conduct and other procedures and policies defined by the DPCA, and to procedures and policies defined by DA-KE.

5.4 Contractual Arrangements

Executive Committee approval is required for any member to enter into, modify, or cancel any contract on behalf of DA-KE, or for the management of DA-KE's assets.

5.5 DA-KE Digital Accounts Redundancy

The Chair, Secretary, and at least one other member must have administrative access to any new or existing digital service or service platform with a required login used by DA-KE, unless exempted by the Executive Committee.

Article VI: Auditors

6.1 Election of Auditors

Two Auditors shall be elected by the Membership at an AGM with Regular Elections for a period of two years. Auditors will not be eligible to serve consecutive terms. The Auditors may not be members of any DA-KE body whose activity is the object of the audit.

6.2 Responsibilities

The Auditors are responsible for the ongoing audit of DA-KE business, as well as DA-KE management with respect to the correctness of accounting practices and use of resources. The Executive Committee must provide the required documents and information. The Auditors must report their audit results to the AGM.

Article VII: Committees and Appointed Positions

7.1 Standing Committees

The Chair may nominate for approval by the Executive Committee, Standing Committees, including, but not limited to: Membership Development, Voter Registration, Events and Programs, Fund-Raising, Platform and Policy, and Outreach/Communications.

7.2 Ad Hoc Committees

The Chair may nominate for approval by the Executive Committee, Ad-Hoc Committees, including, but not limited to: Nominations and Election Committee (NEC), Friends of DA-KE and Bylaws.

7.3 Committee Chair Appointments

The Chair may appoint or remove the Chairs of the Standing Committees and the Ad-Hoc Committees subject to approval of the Executive Committee. The membership of each such committee shall be selected by the Committee Chair after consultation with the Chair.

7.4 Appointed Positions

The Chair may nominate for approval by the Executive Committee, Appointed Positions, including, but not limited to: Membership Database Administrator, IT Coordinator, Media Contact, Newsletter Editor, Volunteer Coordinator, Vice-Treasurer, Vice-Secretary, and Affirmative Action Coordinator.

7.5 Expiration of Term

The terms for all Committee Chairs, Committee Members, and Appointed Positions shall automatically expire two weeks after the election of a DA-KE Chair.

7.6 Committee Meetings

Committee meetings are open to all DA-KE members pursuant to 10.4. The Committee Chair shall, upon request, provide the meeting minutes to the Secretary.

7.7 Committee Reports

All committees shall periodically report on their activities to the Executive Committee. Each committee may prepare an annual report for presentation to the Membership at the AGM.

Article VIII: Nominations and Elections

8.1 Nominations and Elections Committee

A Nominations and Elections Committee (hereinafter “NEC”) shall be named by the Chair with the approval of the Executive Committee no later than 45 days prior to an election. The members of the NEC shall elect a Chair from among its appointed members. All NEC members shall be subject to the obligations of confidentiality (pursuant to Article 3.6). This committee shall be empowered to receive nominations from the membership and to make nominations, with assent of the nominated member, for any open position. The NEC shall not exclude any eligible member as a candidate.

8.2 Establishing Election Procedure

At the meeting approving the appointment of the NEC, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, on the rules and procedures for the election (hereinafter “Election Procedures”). The NEC shall notify the Membership and define Voting Procedures in compliance with the DA-CCEP. Election Procedures include whether to permit (i) early voting (see 8.8) (e.g. in person, by post, or electronically), (ii) real-time voting (e.g. in person, by proxy, or electronically), or (iii) a combination of the two. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via authenticated electronic means.

8.3 Nominations Invitation

The NEC shall notify the Membership and solicit nominations no fewer than 30 days prior to the election. Any DA-KE member wishing to run for an open position and not nominated by the NEC shall declare their candidacy at least 17 days before the annual meeting in writing addressed to the Chair of the NEC. If the Election Procedures permit early voting and there is no candidate for an office, the NEC may - pursuant to Article 4.11 - invite a two-term incumbent to run for that office.

8.4 Ballot Preparation and Distribution

The Chair of the NEC shall prepare ballots containing the names of the nominated candidates for distribution to the DA-KE Membership no earlier than 17 days before the Election Meeting (defined as any Meeting of the Membership during which an election is held) and no later than 14 days before such meeting. Such ballots shall be posted to the DPCA website and sent to all DA-KE members no fewer than 14 days before the Election Meeting.

8.5 Candidate Presentations

The NEC shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections. The NEC shall ensure adequate distribution of all such information to

the Membership, including posting on the DPCA website.

8.6 Restrictions on Nominations from the Floor

If the Election Procedures permit early voting, 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 exclusively in real-time (e.g. in person, electronically, or by proxy), nominations for all positions to be filled may be made from the floor at the Election Meeting.

8.7 Voting Procedures and Counting of Ballots

The DA-KE Voting Procedures shall adhere to the current DA-CCEP, DA-KE Election Procedures, and relevant policy guidelines. Any variation from these guidelines must be approved by the Executive Committee prior to the election.

The NEC shall run the election at an Election Meeting. The Executive Committee and DPCA Voting Representative(s) shall be elected with more than 50% 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. If no candidate receives more than the 50% threshold, a second round of voting of all present members, in person or virtual, will be conducted of the top two candidates with the most votes. The candidate with a majority of votes in the second round of voting will be the winner. All ballots and votes shall be verified and counted by tellers appointed by the NEC to count the votes.

The candidate receiving more than 50% of the votes shall be elected, subject to gender balance as defined in 4.2. A gender imbalance shall be resolved in accordance with the Election Procedures. A tie in the number of votes cast for an elected position shall be resolved in accordance with the Election Procedures.

8.8 Handling of Early Ballots

If the Election Procedures permit early voting, all ballots must be received no later than the day prior to the Election Meeting. The NEC and/or its appointed tellers shall count all eligible ballots at the Election Meeting. Early ballots shall be counted during the Election Meeting.

8.9 No Secret Ballot

In accord with Democratic Party and DA-CCEP, there is no secret ballot voting in DA-KE 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 DA-KE, 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.

8.10 Election Reporting

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 DA-KE Membership.

8.11 Election Challenges

An election may be challenged by any eligible member. Challenges must be submitted in writing to the NEC within 30 days of the election. The NEC shall hear and adjudicate all election challenges in accord with the DA-CCEP and the DPCA Rules of Procedure.

Article IX: Removal from Office, Resignation, and Vacancies

9.1 Removal from Office by the Membership

Any Member of the Executive Committee, NEC, Auditor, or DPCA Voting Representative may be removed from office by a vote of two-thirds (2/3) of (i) those present at a duly convened and quorate Meeting of the Membership or (ii) those voting by electronic means, and subject to the following conditions: (i) notice of any meeting under this Section must be given in writing to the Membership in accordance with 10.3, (ii) the Chair or Secretary shall notify the Member of the Executive Committee, NEC, Auditor, or DPCA Voting Representative in writing at least 21 days in advance, and (iii) the Member of the Executive Committee, NEC, Auditor, or DPCA Voting Representative shall be provided with due opportunity to contest the reasons for their removal.

9.2 Removal from Office for Cause

Any Member of the Executive Committee, or DPCA Voting Representative who, without notice or appropriate explanation, (i) misses three consecutive regularly called Executive Committee meetings, (ii) misses any three regularly called Executive Committee meetings in a six month period, (iii) engages in behaviour that contravenes these Bylaws and/or decisions of the Executive Committee, or (iv) fails to reasonably fulfil designated duties may be removed from office by a two-thirds (2/3) vote of the Executive Committee at a duly convened meeting at which (i) the question of such removal is on the meeting agenda, (ii) the Chair or Secretary shall notify the Member of the Executive Committee or DPCA Voting Representative at least 21 days in advance, and (iii) the Member of the Executive Committee or DPCA Voting Representative shall be provided with due opportunity to contest the reasons for removal.

9.3 Resignation from Office

Any office-holder may resign by written notice to the Chair or Vice-Chair.

9.4 Vacancy of the Chair

If the position of Chair becomes vacant for any reason, the Vice-Chair shall succeed to the office of Chair and elections shall be held to fill the office of Vice-Chair in accordance with Article 9.5. Any Vice-Chair succeeding to the office of Chair shall serve only until the election of their successor.

Should the Vice-Chair position also be vacant, the remaining Executive Committee members shall elect a Chair and Vice-Chair on an interim basis, respecting gender balance as described in section 4.2. The Membership shall have the opportunity to confirm an interim appointment by simple majority vote at the next AGM.

9.5 Elections for Officer Vacancies

Any other vacancy among the Members of the Executive Committee, Auditors, or DPCA Voting Representative(s) shall be filled by an election in conformity with Articles VIII and IX. Until such vacancy is filled at a Regular Election, the Chair may nominate for approval by the Executive Committee, a member to fill the vacancy on an interim basis, subject to simple majority approval by the Executive Committee. The Membership shall have the opportunity to confirm an interim appointment by simple majority vote at the next AGM.

Article X: Meetings

10.1 Annual General Meeting (AGM)

An AGM shall be held no later than March 31 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding financial year ending March 31, (ii) presentation of the Auditors' report (iii) in election years, the election of Members of the Executive Committee, Auditors, and Voting Representative(s) (iv) such other business as the Chair shall deem appropriate, (v) and other agenda items submitted as per Article 10.6.

10.2 Other Meetings of the Membership

Other Meetings of the Membership may be held from time to time upon call by (i) the Chair, (ii) a simple majority of the Executive Committee, or (iii) the lesser of 10% of the Membership, or twenty (20) members who request the holding of a meeting.

10.3 Notice of Meetings

Notice of (i) an AGM and (ii) other Meetings of the Membership shall be sent to Membership at least 30 days in advance via the official Membership distribution list and DPCA website.

10.4 Manner of Assembly

All Meetings of the Membership, the Executive Committee and other Committees shall be open to all DA-KE members; provided that meetings may be closed by a vote of a simple majority of their members.

Meetings of DA-KE may be held in person, by telephone, videoconference, or by such electronic means as the Executive Committee approves.

10.5 Constituting a Quorum

A quorum is required for any meeting to have a valid vote, pass resolutions, or elect officers. For the purposes hereof, a quorum shall be determined as follows: (i) for Meetings of the Membership, the lesser of 10% of the Membership, or

twenty (20) members; (ii) for meetings of the Executive Committee, Standing Committees, or any Ad Hoc committee, one-half of the members of such committee, provided that the Chair or Vice-Chair of such committee is present; (iii) a person attending or voting by real-time electronic means shall be counted as being in attendance for the purposes of achieving a quorum, in accordance with Article 10.4; (iv) proxies shall not be counted in determining a quorum.

If elections are conducted by vote in person or by proxy, a verification of the quorum will be made when the AGM is called to order. If a voting quorum is not present, a count of eligible voting members (present and by proxy) will be taken again after 30 minutes. If a quorum is still not reached, the election will be held with the members present and by proxy.

10.6 Meeting Agenda

The agenda of a Meeting of the Membership shall include any item of business submitted by a member in writing to the Chair in advance and agreed upon by any two (2) Members of the Executive Committee; or the lesser of ten percent (10%) of the Membership, or ten (10) members. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chair in advance by any member of the Executive Committee or of a committee, as the case may be.

10.7 Governing by Roberts Rules

Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, for all procedural matters not governed by these Bylaws, or the Bylaws, rules, and regulations of the DPCA.

Article XI: Arbitration

11.1 Arbitration Board

An Arbitration Board may be constituted to resolve internal DA-KE disputes and shall consist of three DA-KE members, one named by each party to the dispute and a Chair to be chosen by the appointees. The members of the Board may not belong to any body, with the exception of the Membership, whose activity is the object of the dispute.

11.2 Responsibilities

The full Arbitration Board shall hear arguments from both parties and render its decision by simple majority. The Arbitration Board's decisions are final within DA-KE. Any dispute that cannot be resolved by the Arbitration Board may be brought before the DPCA Executive Committee for determination.

Article XII: Voluntary Dissolution

13.1 Voting Procedure

DA-KE may be dissolved as an organization by the affirmative vote of two-thirds (2/3) of the Membership present in person or by proxy at a regularly constituted and quorate meeting of the DA-KE Membership.

13.2 Disposition of Assets

Upon the voluntary dissolution of DA-KE, any assets shall be distributed to the DA regional Europe, Middle East and Africa Cooperative (EMEA COOP).

Article XIII: Rules Applicable to the Country Committee

The functioning of DA-KE shall be governed by (i) these Bylaws and such rules as the Executive Committee may adopt and (ii) the Bylaws and rules and regulations of DPCA and the Charter and Bylaws and rules and regulations of the Democratic Party. In the event of a conflict between these DA-KE Bylaws [item (i) above] and the Bylaws, Charter, or rules and regulations of either DPCA or the Democratic Party [item (ii) above], the documents, rules and regulations of the latter [item (ii)] shall prevail.

Article XIV: Amendments

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DA-KE present in person or by proxy at a regularly constituted and quorate meeting of the DA-KE Membership. Written text of any proposed Amendments shall be distributed no later than 30 days in advance of the general meeting where such amendments will be discussed or voted upon.