

DEMOCRATS ABROAD LUXEMBOURG

BYLAWS

Adopted on March 30, 2004 and
Amended on April 30, 2008, March 9, 2010, and March 12, 2013

Article I Name

The undersigned hereby constitute an organization having as its name

Democrats Abroad Luxembourg.

Article II Purpose and Relationship to Democrats Abroad

- 2.1 The organization shall apply for admittance to the Democratic Party Committee Abroad (the "DPCA") as a Country Committee within Democrats Abroad.
- 2.2 The purposes of the organization 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 in Luxembourg or residing in immediate bordering areas to Luxembourg.

Article III Members

- 3.1 Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in Luxembourg. 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 written notice of the Executive Committee's intention to exclude the member and has had a reasonable opportunity to contest the proposed action by the Executive Committee.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party of the United States Democratic community in Luxembourg shall be represented within the organization.
- 3.3 The current list of members as maintained 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.
- 3.4 By becoming a member of Democrats Abroad Luxembourg each member of the organization consents to the delivery of his/her name, mail and e-mail addresses, telephone and fax numbers and U.S. 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 Luxembourg automatically results in membership in Democrats Abroad.

Article IV 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 V Officers

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. The Vice-Chairperson shall be of the opposite gender from the Chairperson.

**Article VI
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.

**Article VII
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 other duties as the Chairperson shall define.

**Article VIII
Secretary**

The secretary shall maintain a current list of members of the organization (containing the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and such other information as the DPCA may from time to time require), minutes of all meetings, and all files and administrative records of the organization. All such records shall be open for inspection by members.

**Article IX
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.

**Article X
Counsel**

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Luxembourg and its activities.

**Article XI
Non-Voting DPCA Member**

The membership of Democrats Abroad Luxembourg may elect one Non-Voting DPCA Member to serve on the Executive Committee. Such election shall be held at the same time as the election of the Chairperson and Vice-Chairperson, in accordance with Article XVII hereafter. Such Non-Voting DPCA member may also serve on the Executive Committee or any other Committee while serving in this capacity.

Article XII
Executive Committee

- 12.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Counsel to the Committee, and two Members-At-Large, elected from among the eligible members of the organization. The chairpersons of the Standing Committees shall be ex-officio members of the Executive Committee with full voting privileges. The Non-Voting DPCA member shall be an ex-officio member with no voting privileges.
- 12.2 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 XIII
Committees

- 13.1 The Chairperson may create one or more Standing Committees and ad hoc committees, with such functions and responsibilities as he/she shall designate.
- 13.2 The Chairperson shall appoint and remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the meeting of the Executive Committee next following such appointments or revocation. The committee Chairperson shall select the membership of each such committee after consultation with the Chairperson.
- 13.3 Meetings of all committees shall be open to all members of the organization.

Article XIV
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 XV Terms

- 15.1 The officers and Members-at-Large of the Executive Committee shall be elected every two years on odd years at the annual meeting of the organization (which meeting shall be held no later than March 31). 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.
- 15.2 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.
- 15.3 Any Officer or Member-at-Large who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a three-fourths vote of the entire Executive Committee at a regularly called meeting at which the question of such removal is on the agenda sent out in advance and at which the Officer or Member-at-Large is given due opportunity to explain the reasons for her or his absence.

Article XVI Nominations

- 16.1 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.
- 16.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide whether the elections shall be conducted either (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.
- 16.3 The Nominations Committee shall notify its nominations to the membership no less than one month prior to the annual meeting.
- 16.4 If the elections are to be conducted by mail, any member of the organization wishing to run for office as an Officer or a 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 13 days before the annual meeting and no later than 10 days before such meeting.
- 16.5 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 of the annual meeting.

Article XVII
Elections and Removal from Office

- 17.1 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) 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). 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.
- 17.2 Any Officer or Member-at-Large of the Executive Committee may be removed from office by a vote of two-thirds 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 question.

Article XVIII
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 XVI and XVII hereof. Until such vacancy is filled, the Chairperson may appoint at 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 XIX
Notice

Notice of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be mailed to members at least 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 from time to time reasonably prescribes.

Article XX Meetings

- 20.1 An annual meeting of members 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 Chairperson and the Treasurer for the preceding 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.
- 20.2 Other meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) one-third of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.
- 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).
- 20.4 Meetings of Democrats Abroad Luxembourg may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time unanimously approve.
- 20.5 For the purposes hereof, a quorum shall be determined as follows:
- (i) for meeting of the membership, at least 10 members in attendance;
 - (ii) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.
- 20.6 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

Article XXI Rules Applicable to the Committee

The functioning of the Committee shall be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt and (ii) the Bylaws 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 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 such subclause (ii) shall prevail.

*For and on behalf of Democrats Abroad Luxembourg and the Executive Committee, this
March 30, 2004:*

Committee Chairman: (signed) Lawrence Elliott