



# DEMOCRATS ABROAD

## DEMOCRATS ABROAD PORTUGAL BYLAWS

Adopted June 22, 2022

### ARTICLE I: GENERAL

#### 1.1 Name

These Bylaws govern an organization having as its name Democrats Abroad Portugal (hereinafter "DAPT").

#### 1.2 Country Committee

DAPT is a constituent member of the Democratic Party Committee Abroad (hereinafter "DPCA"). The DPCA recognizes DAPT as a Country Committee within Democrats Abroad.

#### 1.3 Purpose

The purpose of the DAPT shall be to advance the interests and ideals of the Democratic Party of the United States (the "Democratic Party") and of Democrats Abroad as stated in the Charter of the Democratic Party (§17) and the Bylaws of DPCA, and to provide a platform for appropriate action by its members and supporters who reside in Portugal.

### ARTICLE II: MEMBERSHIP

#### 2.1 Requirements

Membership is open to all United States citizens of voting age (i.e., eighteen years of age by the next federal election subsequent to joining) having their principal place of residence in Portugal, and who wish to adhere to the principles of the Democratic Party of the United States. Membership in DAPT automatically results in membership in Democrats Abroad.

#### 2.2 Application Process

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

#### 2.3 Fees

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

2.4 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 DAPT Executive Committee, DPCA, or DAPT 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 DAPT.

2.5 Cessation of Membership

Any member shall cease to be a DAPT member if they no longer maintain their principal residence in Portugal. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the DPCA Country Committee Election Procedures.

2.6 Removal of Membership

A member who, by their actions, demonstrates that they no longer subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad may be removed from membership by a majority vote of the DAPT Executive Committee, provided that the Executive Committee has given the member reasonable notice (no less than 30 days) of its intentions to remove the member and the member has had reasonable opportunity to contest the proposed action by the Executive Committee.

2.7 Membership Lists

A current membership list as maintained by the Secretary of DAPT shall be submitted to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA shall require.

**ARTICLE III: EXECUTIVE COMMITTEE & DPCA VOTING REPRESENTATIVE(S)**

3.1 Members of the Executive Committee

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

3.2 Gender Balance

Following Democratic Party and DPCA policy, the Chair and the Vice-Chair shall not be of the same gender. If DAPT has more than one (1) DPCA Voting

Representative, then gender balance shall apply as defined in the DPCA charter.

### 3.3 Responsibilities of the Chair

The Chair shall be the chief executive officer of the organization, 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 approved by the organization. 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, including Standing 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 shall be a DPCA voting member.

### 3.4 Vice-Chair

In the absence of the Chair, the Vice-Chair shall call and preside at meetings of members 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.

### 3.5 Secretary

The Secretary shall maintain a current list of members of the organization, keep the minutes of all meetings, and all files and administrative records of the organization. All such documents shall be available for review by any DAPT member.

### 3.6 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. All such records shall be available for review and comment by DAPT 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).

### 3.7 Counsel

The Counsel shall be available for consultation by the Executive Committee and its officers on legal and procedural questions relating to DAPT and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping.

3.8 Members-At-Large

Members-At-Large shall be nominated and elected at each Annual General Meeting (hereinafter "AGM"), with Regular Elections. They 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 DAPT.

3.9 DPCA Voting Representative(s)

The DPCA Voting Representative(s) shall be nominated and elected at each Annual General Meeting with Regular Elections. DPCA Voting Representative(s) are assigned to DAPT and are elected to represent DAPT at international meetings. Voting Representative(s) may also be, but need not be, elected members of the Executive Committee. DAPT 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 DAPT Executive Committee.

3.10 DPCA Voting Delegation

DAPT's DPCA Voting Delegation consists of those persons who have been elected to represent DAPT 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 DAPT shall carry more than one (1) vote, excluding any proxy votes allowed by the DPCA Charter.

3.11 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 upon the election of their successor. No Executive Committee member 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. 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.

3.12 Removal for Non-Attendance

Any Officer or Member-at-Large who misses three consecutive, regularly called meetings of the Executive Committee may be removed from office by a two-thirds (2/3) vote of the entire Executive Committee at a duly convened meeting at which the question of such removal is on the agenda

sent out at least 30-days in advance and at which the Officer or Member-at-Large is given due opportunity to contest the removal and explain the reasons for her/his absence.

#### **ARTICLE IV: EXECUTIVE COMMITTEE RESPONSIBILITIES**

##### **4.1 Schedule of Meetings**

The Executive Committee shall meet at least four 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.

##### **4.2 Responsibilities of the Executive Committee**

The Executive Committee shall be responsible for the conduct of the affairs of DAPT in accordance with policies of the DNC and the DPCA. The Executive Committee may act in meeting, by telephone, by video conference, by e-mail, or by other written or electronic means. The Executive Committee shall adopt a budget for DAPT prior to the Annual General Meeting each year. 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 or other written form, by simple majority of the entire Executive Committee.

##### **4.3 Code of Conduct**

Elected Officers, Members-at-Large and appointed Committee Members are expected to adhere to the DPCA Code of Conduct and other procedures and policies defined by the Executive Committee.

##### **4.4 Contractual Arrangements**

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

##### **4.5 DAPT 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 DAPT, unless exempted by the Executive Committee.

**ARTICLE V: OTHER COMMITTEES AND APPOINTED POSITIONS**

5.1 Standing Committees

The Chair may appoint Standing Committees, including, but not limited to: Membership Development, Voter Registration, Events and Programs, Fund-Raising, Platform and Policy, and Outreach/Communications.

5.2 Ad Hoc Committees

The Chair may appoint Ad-Hoc Committees, including, but not limited to: Nominations and Election Committee (NEC) and Bylaws.

5.3 Committee Chair Appointments

The Chair shall appoint or remove the chairs of the Standing Committees and the Ad Hoc 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 after consultation with the Chair.

5.4 Expiration of Term

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

5.5 Committee Meetings

Committee meetings are open to all DAPT members pursuant to 6.5. The Committee Chair shall, upon request, provide the meeting minutes to the Secretary.

**ARTICLE VI: MEETINGS**

6.1 Notice of Meetings

Notice of (i) Annual General Meetings, (ii) meetings at which elections and decisions on removals from office will be held, and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting via the official membership e-mail distribution list and DPCA website. Notice shall be given of other meetings of members (with no less than 14 days written notice) and of the Executive Committee and Standing Committees (with reasonable notice under the circumstances) shall be given via the official membership e-mail distribution list and/or DPCA website, as well as by other means as the Chair shall prescribe.

6.2 Annual General Meeting

An Annual General 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 Chair and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers and Members-at-Large, (iii) such other business as the Chair shall deem appropriate, (iv) and other agenda items submitted as per Article 6.8 (Meeting Agenda)

6.3 Other Meetings of the General Membership

Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) two (2) members of the Executive Committee, or (iii) the lesser of 10% of the membership, or twenty (20) members who request the holding of a meeting.

6.4 Meetings Open to All Members

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 in Article 6.1 on notice).

6.5 Manner of Assembly

Meetings of DAPT may be held in person, by telephone, videoconference, or by such electronic means as the Executive Committee approves by a two-thirds (2/3) majority.

6.6 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 ten (10) 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 approved real-time electronic means (e.g. teleconference, videoconference, etc.) shall be counted as in attendance for the purposes of achieving a Quorum, in accordance with Article 6.5 (Manner of Assembly).
- (iv) Proxies shall not be counted in determining a Quorum.

If elections are conducted that include real-time voting [see Articles 7.2(ii) and 7.2(iii)], a verification of the quorum will be made when the AGM is called to order. If a voting quorum is not present, a special count of eligible voting members will be taken again after 30 minutes to include those in attendance, all previously submitted ballots if early voting if permitted, and all proxy votes. [Article 6.6(iv) does not apply]

6.7 Failure to Call a Meeting

If the Chair fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.

6.8 Meeting Agenda

The agenda of a meeting of the membership shall include any item of business submitted 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 two (2) members of the Executive Committee or of the committee, as the case may be.

6.9 Procedural Rules

All meetings shall be governed by these Bylaws. Meetings shall be conducted in accordance with Democratic Rules of Order with motions requiring a simple majority vote unless stated otherwise in these Bylaws.

**ARTICLE VII: NOMINATIONS AND ELECTIONS**

7.1 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 2.4). This committee shall be empowered to receive nominations of members for elected officer positions from the membership and to make nominations, with assent of the nominated member, for any open position. The nominations committee shall not exclude any eligible member as a candidate.

7.2 Establishing Voting 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 balloting and elections. They shall define proxy and voting procedures and procedures for notifying members of the election process. Election Procedures include whether to permit (i) early voting (see 7.8) (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 DPCA, provision shall be made to enable members to vote remotely via a personally verifiable electronic means (e.g., by fax, e-mail, via the Web, etc.).



7.3 Nominations Invitation

The NEC shall notify the membership and solicit nominations no less than 30 days prior to the annual meeting at which an election will be held. Any member of the organization wishing to run for an open position and not nominated by the Nominations Committee shall declare their candidacy at least 17 days before the annual meeting in writing addressed to the Chair of the Nominations Committee.

7.4 Ballot Preparation and Distribution

The chair of the NEC 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 annual meeting and no later than 14 days before such meeting. Such ballots shall be posted to the DPCA website and e-mailed or postal mailed to all DAPT members no less than 14 days before the election meeting.

7.5 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 DAPT website.

7.6 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.

7.7 Voting Procedures and Counting of Ballots

The DAPT election procedures shall adhere to and follow as practicably as possible the current DPCA Country Committee Election Procedures and relevant policy guidelines. Any variation from these guidelines shall be approved by the Executive Committee prior to the election.

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) at the Annual General Meeting (or in the case of a vacancy, at the general meeting at which the election is held), or (ii) by written or electronic ballot (e.g., e-mail, web) counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held). 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 tellers appointed by the NEC to count the votes. The candidate receiving the most votes shall be elected.

In the case of a tie in the number of votes cast for an elected position, an immediate, on-the-spot run-off election shall be held following the announcement of the voting tie result. In such a case, absentee ballots will not be admitted in the runoff election, though proxies (if allowed) may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the run-off round. In the case of a tie, and if a challenge is raised at the election meeting, then a run-off election date shall be set, allowing at least 15 days for the NEC to hear the complaint and adjudicate the challenge, with a further minimum 7 days for voter notification and ballot distribution. Absentee and proxy ballots (if allowed) may be admitted in such a run-off election.

#### 7.8 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 during the Election Meeting.

#### 7.9 No Secret Ballot

In accord with Democratic Party and DPCA policy, there is no secret ballot voting in DAPT 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 DAPT, and to confirm that votes are counted as the voter intended. An electronically submitted ballot with a typed name shall constitute a valid "signature," so long as the ballot is submitted from the e-mail address registered in the membership database.

#### 7.10 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 DPCA Country Committee Election Procedures and the DPCA Rules of Procedure.

#### 7.11 Election Reporting

The certified minutes of the election meeting shall be reported to the International Secretary of DPCA, together with the complete contact information of all elected officers within 15 days of the election. The election results shall also be promptly reported to the full membership.

## **ARTICLE VIII: REMOVALS AND VACANCIES**

### **8.1 Removal from Office**

Any Member of the Executive Committee 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 in a duly organized vote by electronic ballot (e.g., e-mail, web) on the question, subject to the following conditions: (a) Notice of any meeting under this Section must be given in writing to the membership at least 30 days in advance, (b) the Chair or Secretary shall notify the Officer or Member-at-Large in writing at least 14-days in advance, and (c) the Officer or Member-at-Large shall be provided with due opportunity to contest the reasons for her or his removal.

### **8.2 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 8.5. 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 3.2. The Membership shall have the opportunity to confirm an interim appointment by simple majority vote at the next AGM.

### **8.3 Elections for Officer Vacancies**

Any other vacancy among the Members of the Executive Committee, or DPCA Voting Representative(s) shall be filled by an election in conformity with Articles VII and VIII. Until such vacancy is filled at a Regular Election, the Chair may appoint 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.

### **8.4 Vacancies in Office**

Any vacancy among Officers who are DPCA voting members shall be filled by a special election in conformity with Article VII (Nominations and Elections). Until such vacancy is filled, the Chair may appoint a member to fill the vacancy on a temporary basis. Any replacement officer elected at a special election shall serve out the balance of the term, until the next regular election.

If the position of Chair becomes vacant for whatever 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 VII (Nominations and Elections). Any Vice-Chair succeeding to the office of Chair shall serve only

until the election of her or his successor at the next regular election.

Any vacancy among Officers who are not DPCA voting member shall be filled at the discretion of the Executive Committee. The replacement officer shall serve out the balance of the term, until the next regular election.

**ARTICLE IX: RULES APPLICABLE TO THE COUNTRY COMMITTEE**

The functioning of DAPT 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. In the event of a conflict between these DAPT Bylaws [item (i) above] and the Bylaws, Charter, or rules and regulations of DPCA [item (ii) above], the documents, rules and regulations of the latter [item (ii)] shall prevail.

**ARTICLE X: AMENDMENTS**

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DAPT present in person or by proxy at a regularly constituted and quorate general meeting of DAPT. Written text of any proposed Amendments shall be distributed with the advance notice of the general meeting where such amendments will be discussed or voted upon.