

# **DEMOCRATS ABROAD RUSSIA**

## **BYLAWS**

adopted on April 20, 2006

amended on June 23, 2016 and May 5, 2017

### **Article I**

#### **Name**

The undersigned hereby constitutes an organization having as its name:

#### **Democrats Abroad Russia**

(herein referred to as “**the Organization**”).

### **Article II**

#### **Purpose and Relationship to Democrats Abroad**

- 2.1 The Organization is a constituent member of the Democratic Party Committee Abroad (the “**DPCA**” or “Democrats Abroad”) 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 and facilitate appropriate action and interaction by and between its supporters residing in Russia.

### **Article III**

#### **Members**

- 3.1 Members of the Organization (“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 Russia.
- 3.2 The current list of Members of the Organization, as maintained by the Secretary pursuant to Article VIII hereof, will, in accordance with DPCA Confidentiality and Non-Disclosure Agreement requirements and any applicable privacy laws, be delivered to the appropriate officers of the DPCA on or before such date and in such format as the DPCA shall from time to time require. (For information purposes only, at the time of this 2016 revision this means that by January 31st of each year, (i) the Chairperson must certify to the International Chair of the DPCA that, to the maximum

extent reasonably possible to determine, the membership database is current and correct; and (ii) the Secretary or Treasurer must attest to this fact.)

- 3.3 To join the Organization, a prospective member must complete the DPCA on-line membership application made available at the Democrats Abroad international website or complete such other form that the Executive Committee of the Organization (“Executive Committee”) may from time to time produce. The latter form may be on-line or in any other reasonable medium, and should call for information equivalent to that called for on the DPCA on-line membership application.
- 3.4 By becoming a Member of Democrats Abroad Russia, each Member of the Organization consents to the delivery of his/her name, contact information and other information called for on the DPCA membership application mentioned in Article 3.3 to the Organization and to the DPCA and to such lawful use thereof as the Organization and the DPCA shall make from time to time.
- 3.5 Membership in Democrats Abroad Russia automatically results in membership in Democrats Abroad.

#### **Article IV**

##### **Cessation of Membership**

- 4.1 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.
- 4.2 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.

#### **Article V**

##### **Officers**

- 5.1 The Officers of the Organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee.
- 5.2 The Vice-Chairperson shall be of the opposite sex from the Chairperson.

## **Article VI**

### **Chairperson**

- 6.1 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.
- 6.2 For information purposes only, at the time of this 2016 revision the DPCA Charter and Guidelines make the Chairperson responsible for:
- (i) certifying, as is set forth in Article 3.2, to the International Chair of the DPCA that the membership database is current and correct;
  - (ii) ensuring that regular elections are held and sending minutes of the Organization's election meeting and certification of the election results to the International Secretary within 15 days after the Election Meeting; and
  - (iii) sending up-to-date Organization Bylaws (which should also should be attested to by at least one other elected Officer) to the International Secretary and International Counsel of the DPCA by January 31 of each year.
- 6.3 In the absence of the Chairperson and Vice-Chairperson, the Chairperson may appoint another Executive Committee Member of the Chairperson's choice to preside over meetings of Members and of the Executive Committee.

## **Article VII**

### **Vice-Chairperson**

- 7.1 In the absence of the Chairperson, the Vice-Chairperson shall call and preside at meetings of Members and of the Executive Committee.
- 7.2 The Vice-Chairperson shall have such other duties as the Chairperson may define.

## **Article VIII**

### **Secretary**

- 8.1 The Secretary shall maintain
- (i) a current list or database of Members of the Organization (containing the information called for in Article 3.2 and such other information as the DPCA may from time to time require),
  - (ii) minutes of all meetings, and

(iii) all files and administrative records of the Organization.

All such records will be open for inspection by Members upon reasonable request and at a reasonable time, provided that such inspection is in accordance with DPCA Confidentiality and Non-Disclosure Agreement requirements and any applicable privacy laws.

8.2 For information purposes only, at the time of this 2016 revision the DPCA Charter and Guidelines also make the Secretary

- (i) capable of attesting, as is set forth in Article 3.2, to the International Chair of the DPCA that the membership database is current and correct, and
- (ii) responsible for certifying that the Minutes of the Election Meeting are correct.

## **Article IX**

### **Treasurer**

9.1 The Treasurer shall

- (i) manage the finances of the Organization,
- (ii) maintain its financial reports to Members and
- (iii) 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 will be open for inspection by Members upon reasonable request and at a reasonable time, provided that such inspection is in accordance with DPCA Confidentiality and Non-Disclosure Agreement requirements and any applicable privacy laws.

9.2 For information purposes only, at the time of this 2016 revision the DPCA Charter and Guidelines also make the Treasurer capable of attesting, as is set forth in Article 3.2, to the International Chair of the DPCA that the membership database is current and correct.

## **Article X**

### **Counsel**

The Counsel shall be available for consultation by the Organization or its Officers on legal and procedural questions relating to Democrats Abroad Russia and its activities.

## **Article XI**

### **Executive Committee**

- 11.1 The Executive Committee is composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel and may, in addition, include two Members-at-Large elected from among the eligible Members of the Organization. The chairpersons of any Standing Committees will be *ex officio* members of the Executive Committee without voting privileges.
- 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 regarding the administration of the Organization. A meeting of the Executive Committee also may be called by two or more members of the Executive Committee.
- 11.3 Members of the Executive Committee may attend Executive Committee meetings in person, by telephone, by Skype or other video or audio conferencing system, or by any other method agreed upon by the Executive Committee from time to time, provided that the method allows the members to hear and to be heard.
- 11.4 The Chairperson may take the votes of the Executive Committee without a meeting by obtaining unanimous written consent.
- 11.5 The Executive Committee may adopt such Operating Regulations as it deems necessary for the smooth running of the Organization. These Operating Regulations can be adopted, amended or removed by a majority vote of the Executive Committee.

## **Article XII**

### **Committees**

- 12.1 The Organization may choose to have the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising and Newsletter/ Communications.
- 12.2 The Chairperson may also create one or more ad hoc committees with such functions and responsibilities as he/she shall designate.
- 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 the Executive Committee 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 chairperson after consultation with the Chairperson.
- 12.4 Meetings of all committees will be open to all Members of the Organization.

## **Article XIII**

### **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 Executive Committee at the meeting of the Executive Committee next following such appointment or revocation.

## **Article XIV**

### **Terms**

- 14.1 The Officers, and Members-at-Large of the Executive Committee, if any, will be elected every odd numbered year at the Annual General Meeting of the Organization or at such other meeting that may be specially called for the purpose of electing directors, provided that such meeting is consistent with the DPCA Charter (hereinafter "Election Meeting"). They will be elected for a term expiring upon the election of their successor.
- 14.2 No Officer can serve more than two consecutive full terms in the same office, with the exception that, if there is no other candidate for an Executive Committee office, and a waiver is obtained from the DPCA, an officer who has served two consecutive terms can be elected to a third term of that office with a 2/3 majority vote. No one who was elected or appointed to fill a vacancy under Article 17 will be considered to have fulfilled a term.
- 14.3 The terms of all incumbent assistant Officers and committee chairpersons automatically expire upon the election of new Officers in accordance with the foregoing paragraph.
- 14.4 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 and quorate meeting at which the question of such removal is on the agenda sent out in advance and at which the relevant Officer or Member-at-Large is given due opportunity to explain the reasons for her or his absence.

## **Article XV**

### **Nominations**

- 15.1 Nominations and Elections will be carried out according to the most flexible standards allowed by the DPCA Charter, the Democrats Abroad Country Committee Election Procedures (DACC-EP) or such other DPCA election requirements that may be in place at the time.

- 15.2 Unless the DACC-EP allows a lesser time, no less than forty-five days prior to each Election Meeting, a Nominations and Elections Committee (“NEC”) to nominate candidates for election to office and to administer the election shall be named by the Chairperson, subject to the approval of the Executive Committee. The NEC will consist of the minimum number of Qualified Members required by the DPCA (For information purposes only, at the time of this 2016 revision the DACC-EP requires a minimum of three Members, and to be Qualified, the NEC member must be a Member of the Organization, and must not be running for election.)
- 15.3 At the meeting approving the appointment of the NEC, the Executive Committee may decide general rules and procedures for balloting and elections that are consistent with the DPCA Charter and the DACC\_EP, and that the Executive Committee deems are most suitable to assure that the Organization’s Members have full, timely and equal opportunity to participate.
- 15.4 The NEC shall announce the date of the Election Meeting and notify its nominations to the membership no less than thirty days prior to the Election Meeting, or at such lesser time as may be allowed by future amendments to the DACC-EP.
- 15.5 If the elections are to be conducted electronically, 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 NEC must declare his/her candidacy at least by the minimum number of days before the Election Meeting required by the DACC-EP (which, for information purposes only, at the time of this 2016 revision is 17 days). Notice may be made by email addressed to the Chairperson of the NEC, or, alternately, by other reasonable method that the NEC may have announced. The NEC shall distribute ballots to the membership of the Organization no later than the minimum number of days before the Election Meeting required by the DACC-EP (which, for information purposes only, at the time of this 2016 revision is 14 days). Unless the Executive Committee decided otherwise at the meeting appointing the NEC, such ballots may be distributed physically, emailed to Members, posted on appropriate polling/survey website(s), or otherwise made available in any manner or combination of manners that the NEC determines is/are most suitable to assure that the Organization’s Members have full, timely and equal opportunity to participate.
- 15.6 If the elections are to be held electronically, no nominations may be made from the floor of the Election Meeting 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 Election Meeting.
- 15.7 In accordance with DPCA policy, if proxy voting is allowed, no person may hold more than two proxies.
- 15.7 In accordance with DPCA policy, no secret ballots are allowed. All ballots must include such contact data that the NEC deems will allow it to determine that the voter is a Member of the Organization.

## **Article XVI**

### **Elections and Removal from Office**

- 16.1 The Officers and Members-at-Large of the Executive Committee, if any, will be elected by a majority of votes of (i) the Members voting in the Election Meeting (or in the case of a vacancy, at the Annual General Meeting at which the vacancy is filled).
- 16.2 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 electronic vote on the question.

## **Article XVII**

### **Vacancies**

Any vacancy among the Officers or the Members-at-Large, if any, of the Executive Committee may be filled by special election held at the next Annual General Meeting of the Members of the Organization in accordance with Articles XV and XVI hereof. Until this next Annual General Meeting, the Chairperson may appoint, in his or her discretion, a Member to fill the vacancy on a temporary basis. If a vacancy occurs within 60 days before an Annual General Meeting at which no election was planned, then, unless the Chairperson deems it possible to properly conduct a special election within the time period left before the Annual General Meeting, the Chairperson may appoint a Member to fill the vacancy until the next Election Meeting.

## **Article XVIII**

### **Notice**

Members will be notified of Annual General Meetings, Election Meetings and meetings to amend these Bylaws at least 30 days before the meeting. Notice of other meetings of Members and of the Executive Committee will be given by such method as the Chairperson may from time to time reasonably prescribe.

## **Article XIX**

### **Meetings**

- 19.1 The Organization will make best efforts to hold an Annual General Meeting of Members 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 (unless another method or meeting



has been established for this purpose), and (iii) such other business as the Chairperson deems appropriate.

- (i) If circumstances make it unreasonable to hold the Annual General Meeting by March 31, then the Executive Committee may vote to postpone the Annual General Meeting to another reasonable date prior to June 30 of that year.
  - (ii) Election Meetings (including any Annual General Meeting during which an election will be held) should not be postponed unless an event occurs that the Executive Committee agrees by 2/3 vote makes it impossible or highly impracticable to hold the meeting at the planned time, and unless DPCA approval can be obtained. In no event should an Election Meeting be postponed to later than October 31 of that year.
- 19.2 Other meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) two members of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.
- 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).
- 19.4 Meetings of Democrats Abroad Russia may be held in person, by telephone, or by Skype or other video or audio conferencing system, or by any other method or combination of methods as the Executive Committee may from time to time approve, provided that the method allows Members to hear and be heard.
- 19.5 For the purposes hereof, a quorum shall be determined as follows.
- (i) for meetings of the membership, 10% percent of the membership or 5 people, whichever is higher, provided that in no event shall a quorum of more than 10 people be required;
  - (ii) for meetings of the Executive Committee, and Standing Committees or any *ad hoc* committee, one-half of the members of such committee;
  - (iii) persons attending meetings by any means specified in Article 19.4 will be considered present for purposes of obtaining a voting quorum, even if such persons' means of hearing and being heard contain imperfections, provided that such persons agree that their understanding is sufficient and they have been sufficiently heard and are comfortable having themselves counted as part of the quorum;
  - (iv) if voting is conducted by proxy, persons voting by proxy will be considered present for purposes of obtaining a quorum.
- 19.6 All meetings shall be conducted as closely as practicable in accordance with the latest edition of Robert's Rules of Order.

## **Article XX**

### **Conflicts Between Rules**

The functioning of the Organization will be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt and (ii) the Charter and 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 items (i) and (ii) above, item (ii) will prevail. In the event of a conflict between Executive Committee Rules and these Bylaws, these Bylaws will prevail.

## **Article XXI:**

### **Amendments**

These Bylaws may be amended by the two-thirds vote of the Members at the Annual General Meeting or at any other duly called General Meeting. Proposed amendments must be made available to the Members 30 days prior to the meeting, and must be listed in the meeting agenda. Voting by solely electronic means to amend these bylaws is also possible if the amendments have been discussed and electronic voting agreed upon at the immediately preceding General Meeting.