



DEMOCRATS ABROAD SOUTH AFRICA

March 15, 2022

BYLAWS

Article I

Name

The undersigned hereby constitute an organization having as its name *Democrats Abroad South Africa [DASA]*.

Article II

Purpose and Relationship to Democrats Abroad

- 2.1 The organization is admitted 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 South Africa.

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 South Africa.
- 3.2 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.
- 3.3 By becoming a member of Democrats Abroad South Africa each member of the organization consents to the delivery 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 South Africa automatically results in membership in Democrats Abroad.

Article III

Officers

The Officers of the organization shall be: the Chairperson, Vice-Chairperson, Counsel, Secretary, and Treasurer. The Chairperson shall ensure the organization is representative of gender, sex, race, and/or disability by promoting diversity in the recruit of Executive Committee members. The Vice-Chairperson shall represent a diversity group opposite from the Chairperson.

Article V

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 VI

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 VII

Counsel

The Counsel shall be available for consultation on legal and procedural questions relating to DASA and its activities, and the interpretation of and compliance with the Bylaws of the DASA, and the Charter and Bylaws of Democrats Abroad.

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 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 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).

Article X

Executive Committee

- 10.1 The Executive Committee shall be composed of the officers 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.
- 10.2 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 XI

Committees

- 11.1 The DASA may have the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising and Newsletter/ Communications.
- 11.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.
- 11.3 The Chairperson shall appoint and remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the meeting of the Executive Committee next following such appointments or revocation.
- 11.4 Meetings of all committees shall be open to all members of the organization.

Article XII

Terms

- 12.1 The Officers and Members-at-Large of the Executive Committee shall be elected every two years at the annual meeting of the organization held on odd numbered years (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.
- 12.2 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 XIII

Nominations

- 13.1 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.

- 13.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide whether the elections shall be conducted (1) by mail ballot (to be counted at the annual meeting), (2) by vote (in person or by proxy) held at the annual meeting, (3) by verifiable electronic means or by using all of the above.
- 13.3 The Nominations Committee shall notify its nominations to the membership no less than one month prior to the annual meeting.
- 13.4 If the elections are to be conducted by not real time electronic mean, 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 or e-mail addressed to the Chairperson of the Nominations Committee. The Nominations Committee shall send ballots by mail or e-mail to the membership of the organization no later than 10 days before such meeting.

Article XIV

Elections and Removal from Office

- 14.1 The Officers and Members-at-Large of the Executive Committee shall be elected by a majority of votes of (1) the members voting (in person or by e-mail proxy) at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (2) by mail or e-mail ballot counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held) or by verifiable electronic means during the online annual meeting (or in the case of a vacancy, during the online general meeting at which the election is held)..
- 14.2 Any Officer or Member-at-Large of the Executive Committee may be removed from office by a vote of two-thirds of (1) those present at a duly convened meeting of the membership or (2) those voting in a duly organized vote by mail on the question.

Article XV

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 XVI

Notice

Notice of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be sent 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 shall from time to time reasonably prescribe.

Article XVII

Meetings

- 17.1 An annual meeting of members shall be held no later than March 31 of each year and shall act upon the following: (1) approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year, (2) in election years, the election of the Officers and Members-at-Large of the Executive Committee, and (3) such other business as the Chairperson shall deem appropriate.
- 17.2 Other meetings of the membership may be held from time to time upon call by (1) the Chairperson, (2) one-third of the Executive Committee or (3) 10% of the membership who request the holding of a meeting.
- 17.3 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).
- 17.4 Meetings of Democrats Abroad South Africa may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time unanimously approve.
- 17.5 For the purposes hereof, a quorum shall be determined as follows.
- (1) 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.

Article XVIII

Proxy Voting

The use of proxies shall be permitted at general membership meetings of DA South Africa and Chapter meetings only. Proxy forms shall be kept with the minutes of those meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or electronically. The proxy shall name the person to whom the proxy is being given and may be (i) either general or limited, (ii) uninstructed or instructed and (iii) transferable to another person or non-transferable. Proxies may not be used to determine whether a quorum is present. A proxy may be given during the course of a meeting if the proxy giver must leave the meeting temporarily or permanently.

Article XIX

Rules Applicable to the Committee

The functioning of the Committee shall be governed by (1) these Bylaws and such rules as the Executive Committee may from time to time adopt and (2) the Bylaws of Democrats Abroad and (3) 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 sub clause (1) of the previous sentence and (B) the documents, rules and regulations referred to in sub clause (2) of the previous sentence, the documents, rules and regulations of such sub clause (3) shall prevail.

Article XX

Amendments

These Bylaws may be amended by the affirmative vote of two-thirds of the members of the DASA, present in person or represented at a regularly constituted meeting of the DASA. Voting by letter, telex, fax, cable telephone, video conference or electronic means to amend the Bylaws shall not be permitted unless there has been discussion of the amendment at the immediately preceding meeting. The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted.