

## **DEMOCRATS ABROAD SPAIN BYLAWS (as approved by the AGM on March 26, 2022)**

### **ARTICLE I- NAME**

#### **Section 1.1**

The name of this organization is Democrats Abroad Spain (hereinafter "DA Spain").

### **ARTICLE II - PURPOSES**

#### **Section 2.1**

Democratic Party Committee Abroad (the "DPCA") is the organization that represents all United States citizens residing outside the United States who wish to adhere to the principles and further the aims of the Democratic Party of the United States of America. The DPCA is known as Democrats Abroad. The DPCA has recognized DA Spain as the official organization representing American Democrats who reside in the Kingdom of Spain and as a constituent unit of the DPCA. These Bylaws are subject to the Charter of the DPCA and shall be in accordance with the charter and bylaws of the Democratic National Committee of the Democratic Party (the "DNC") in all matters..

#### **Section 2.2 Objectives**

The purpose of DA Spain shall be (to the extent allowed by US. law) to:

- a) promote the interests of the Democratic Party to Americans residing within Spain;
- b) promote the election of Democratic candidates to public offices at all levels of government;
- c) assist in the adoption of a party platform that recognizes the particular concerns of Americans living abroad and specifically within Spain; and
- d) represent the general membership of DA Spain at all levels of the Democratic Party.

### **ARTICLE III – MEMBERSHIP**

#### **Section 3.1 Membership Requirements**

Any citizen of the United States of America of voting age, whose principal residence is Spain and who supports the principles, goals and purposes of the Democratic Party.

#### **Section 3.2 Membership Application and Data Management**

Personal data collected from DA Spain applicants (including names, date of birth, local address and voting address, telephone numbers and e-mail addresses) shall be kept confidential and shall not be disclosed outside of DA Spain other than to the DPCA as required by the DPCA Charter..

#### **Section 3.3 Membership Dues**

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

### **Section 3.4 Equality**

Discrimination in the conduct of the affairs of DA Spain on the basis of race, gender identity, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status, philosophical persuasion, or physical disability shall be prohibited. To the greatest extent possible, all the various positions, opinions, and viewpoints of the Democratic Party and the US Democratic community shall be represented within DA Spain.

### **Section 3.5 Confidentiality of Membership Data**

All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. Within DA Spain, no person other than the Country Chair, the Vice Chair, and the Secretary shall have access to any personal data collected from DA Spain members other than as necessary to carry out a specific task assigned to a DA Spain member by the Executive Committee.

### **Section 3.6 Restrictions on Data**

No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, Democrats Abroad, or DA Spain. 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.

## **ARTICLE IV - COUNTRY COMMITTEE OFFICERS**

### **Section 4.1 Elected Officers of DA Spain**

The officers shall be the Country Chair, Vice Chair, Secretary, Treasurer, Counsel, immediate Past Chair, and DPCA Voting and Non-Voting Representatives.

(a) 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 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, 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.

#### **(b) Vice Chair**

The Vice Chair shall act in the absence of the Country Chair and shall become Country Chair in case of a vacancy in the office of Country Chair until the next Annual General Meeting at which Officer elections are held. The Vice Chair shall be a member of and attend meetings of the DPCA in accordance with the DPCA Charter.

(c) Secretary

The Secretary shall maintain a list of members of DA Spain in such manner as may be prescribed from time to time by the DPCA, record and maintain minutes of all meetings of DA Spain and of the Executive Committee, and keep all files and administrative and archival records of DA Spain. All such files and records shall be available for inspection by any DA Spain member as well as by any officer or appointed representative of the DPCA.

(d) 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). The Treasurer shall have signature power over any bank or other financial accounts opened by DA Spain. The Country Chair and Vice Chair shall receive copies or updates of DA Spain financial accounts upon request. Any security codes or similar information necessary for access to any such account (such as passwords and PINs) shall be held by the Treasurer, but must be provided to the Country Chair and/or the Vice Chair upon request. The Treasurer shall maintain an active correspondence with and oversight of Chapter Chairs or Chapter Treasurers at least annually.

(e) DPCA Representative(s) shall be DA Spain country committee officers. They are elected to represent DA Spain at international meetings and vote as allowed by the DPCA Charter. The number of DPCA Voting Representative(s) is assigned to country committees of the DPCA in accordance with DPCA's Charter procedure.

(f) Counsel

The Counsel shall be available for consultation by the Executive Committee on interpretive and procedural questions relating to DA Spain and its activities, including interpretation of and compliance with these Bylaws, the Charter of the DPCA, and the charter and bylaws of the DNC. The DAS counsel shall seek guidance from the Counsel of DA as needed or requested by the Executive Committee.

#### **Section 4.2 Gender Balance**

The Country Chair and Vice Chair shall be of different genders.

#### **Section 4.3 Membership Requirement**

Any Officer must be a member of DA Spain at the time of his or her election and throughout his or her tenure.

#### **Section 4.4 Committee Appointments**

The Country Chair, with the majority approval of the Executive Committee, may appoint Committee Chairs for specific duties (e.g., Membership, Voter Registration, GOTV, Fundraising, Communications, Special Events, etc). Any Committee Chairs so appointed shall take part in

meetings of the Executive Committee and shall be considered Officers for the purposes of these Bylaws but shall have no right to vote.

#### **Section 4.5 Caucus Chair Appointments**

A Caucus is a committee created in consonance with the Democratic Party's commitment to include and represent constituency groups, including but not limited to those historically under-represented in the Democratic Party's affairs. There are several caucuses functioning in the DPCA at a global level. At the request of one or more DA Spain members who participate in any one of these caucuses, the DA Spain Chair may, with the approval of the Executive Committee, establish a country-wide group and appoint its Chair to represent the interests and to help achieve the objectives of a given global Caucus. The Caucus Chair shall participate as a non-voting member in meetings of the Executive Committee.

#### **Article IV Section 6 (4.6) Term Limits**

The Terms of all officers of the Executive Committee shall be two years, unless there are no other candidates. No executive officer shall serve more than two consecutive terms in the same office. However, an exception to this regulation applies to the position of DPCA Voting Representatives, for which no term limits shall apply in accordance with the DPCA Charter.

#### **Section 4.7 Majority Vote**

Officers and DPCA representatives positions shall be elected by a majority of the listed members of DA Spain considered present in person or by webcast and voting at the Annual General Meeting of the membership held in each odd-numbered year.

(a) Each officer shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article IX.

#### **4.8 DPCA Voting Representatives**

(a) At Global meetings and other circumstances when votes are taken by the DPCA, the Chair, Vice Chair and DPCA Voting Representatives shall have equal voting strength among the votes assigned to DA Spain. As allowed by the DPCA Charter, no person voting for DA Spain shall carry more than one (1) vote, exclusive of any proxy votes allowed by the DPCA Charter. Any member of DA Spain can be a DPCA Voting Representative. The DPCA Voting Reps will be elected in a manner in which gender balance is met through a ranked voting system. The highest vote total is the first rep, the next would be of a different gender until all positions are filled. In the event of loss of designated voting reps by the DPCA annual recalibration, the lowest ranked vote total positions would be eliminated first.

(b) If a vacancy arises for a Voting Representative before the next-following Election of the AGM, the DA Spain Chair shall appoint an elected Non-Voting Representative to fill the remainder of the term as voting representative, subject to approval by majority vote of the Executive Committee, provided that the gender of the person chosen must be such as will comply with the gender balance requirements imposed by the Charter of the DPCA.

#### 4.9 DPCA Non-Voting Representatives

(a) DA Spain shall elect at least two Non-Voting Representatives of different genders to the DPCA to the extent allowed by the DPCA charter. Non-Voting Representatives are expected to attend meetings of the Executive Committee at which issues relevant to the DPCA are on the agenda. They are expected to attend all DPCA meetings at which they are entitled to participate, either electronically (using methods approved by the DPCA) or in person.

(b) The Non-Voting Representatives shall be nominated and elected in the same manner and at the same time as the DA Spain Officers. If the Nominations and Election Committee so provides, they may be elected from among the runner-up candidates for DPCA Voting Representatives according to their rank in votes cast and in accordance with gender balance. In the event that there are no runners-up for the positions of Voting Representatives, the Nominations and Election Committee shall call for nominations of candidates to stand for the positions of Non-Voting Representatives.

#### Section 4.10 Resignation or Removal of an Officer

Upon the resignation or removal of an Officer other than the Country Chair, the vacancy shall be filled by a majority vote of the Executive Committee members present and voting at the meeting of the Executive Committee immediately following such resignation or removal.

### ARTICLE V - EXECUTIVE COMMITTEE

Section 5.1 Voting members of the Executive Committee shall consist of: (a) the Country Chair, (b) the Vice Chair, (c) the Secretary, (d) the Treasurer, (e) The Counsel, (f) any DPCA Voting Representative(s) (if warranted by DA Spain membership numbers in accordance with the DPCA Charter), (g) each Chapter Chair and Vice Chair or his or her appointed representative from that chapter, and (h) the Immediate past Country Chair, so long as he or she was not removed for cause.

Section 5.2 Responsibilities of the Executive Committee shall include general responsibility for the affairs of DA Spain between Annual General Meetings and shall act as its steering committee. It shall have the right to review and approve the activities of the Officers of DA Spain as well as of the various Chapters, to approve the appointment of any Deputy Vice Chair, to form sub-committees and to review their activities, to authorize budgets and approve any expenditures in excess of \$500, and to take such other action as shall be in accordance with these Bylaws and determined by it to be desirable in the administration of DA Spain.

Section 5.3 Quorum of the Executive Committee shall require the presence of (a) the Country Chair or Vice Chair and (b) a simple majority from among the following (i) other voting members of the DA Spain Executive Committee, and (ii) any DA Spain member designated by a Chapter Chair to represent such Chapter Chair during his or her absence from a DA Spain meeting. Each officer of the Executive Committee may hold one proxy and vote as directed.

Section 5.4 Decisions by a Simple Majority made by the Executive Committee of those voting members present and recorded proxies

Section 5.5 Regular Meetings of the Executive Committee shall be held at least quarterly with at



least seven (7) days advance notice..

## **ARTICLE VI - CHAPTERS**

### **Section 6.1 Chapter Development**

Every effort shall be made to develop regional Chapters of DA Spain in cities in the Territory wherever there are enough interested Democrats to form a Chapter.

### **Section 6.2 Initial Membership Requirement**

Each DA Spain Chapter shall have a minimum of 20 registered members and shall, upon the recommendation of the Country Chair, have been recognized by the Executive Committee (and not have had such recognition withdrawn). An individual can be a member of only one DA Spain Chapter. Each Chapter may organize itself according to its needs and the size of its membership.

### **Section 6.3 Recognition Requirements**

A new Chapter of DAS may be recognized as an official chapter with all rights granted under these by-laws when:

(i) It presents the Executive Committee with the names and signatures of at least 25 people who meet the membership criteria defined under by-law Article 3 and live in or near the same geographical area of Spain (such document to include a date and a statement identifying the purpose for which the signatures were obtained); (ii) It presents the minutes of a meeting recording that elections were held for the executive offices of Chair, Vice-Chair, Treasurer, and Secretary and lists the names of the individuals elected to these offices; and (iii) It presents evidence that the above meeting was publicized at least thirty days before it took place and was organized in accordance with by-law Article 17. (iv) No person may serve on the Executive Committee and on a regional Chapter.

### **Section 6.4 Meeting Requirements**

Each Chapter shall hold a general meeting at least once every year (each such meeting, an "Annual Chapter Meeting") to take any action related to the activities of the Chapter. In odd-numbered years, the election of a Chapter Chair shall be held at such Annual Chapter Meeting in accordance with such election rules as may be adopted by the Executive Committee from time to time. The minutes of such meeting shall be promptly forwarded to the Secretary or Chair of DA Spain. The Annual Chapter Meeting for each Chapter shall take place before June 30, in accordance with the DPCA Charter. Chapter meetings for other purposes may be held at any time. Notwithstanding any election result, the Chapter Chair shall retain the power of removal for elected position holders for any reason at any time..

### **Section 6.5 Chapter Boundaries**

The Country Chair shall have the right in consultation with the Executive Committee to adjust Chapter boundaries as necessary to maintain efficient operation of DA Spain, such adjustment to be binding unless the Executive Committee shall decide otherwise at the meeting of the Executive

Committee immediately following such decision by the Country Chair.

### **Section 6.6 Characteristics of Chapter and Restrictions on Activity**

The Chapters shall be recognized only for the internal purposes of DAS and are an integral and integrated part of DA Spain. They shall be subject to and operate solely in accordance with these Bylaws, as applicable, and such standing resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. All fundraising events held by a Chapter shall be directly for the account of Democrats Abroad Spain. It is preferable but not required that the Chair and Vice Chair be of different genders..

### **Section 6.7 Chapter Funds**

Notwithstanding Section 6.6 above, Chapters may collect funds to cover the costs and expenses of Chapter events (including, but not limited to budgeted expenses) provided that in such collection of funds it is made clear that such funds are for the purposes the objectives of DA Spain or the local Chapter. Chapters shall deposit funds in excess of 300€ to the registered account of DA Spain..

### **Section 6.8 Quorum for Non-Election Chapter Meeting**

A meeting of a Chapter shall be considered to have a quorum if at least the lesser of 20 members or 25% of members are present in person (or by proxy, by teleconference, video-conference, or internet-conference or such other method as may be approved for meetings by the DAS Executive Committee). The presence of the Chair or Vice Chair is required for quorum.

### **Section 6.9 Quorum for Chapter Meeting with Elections**

A Chapter meeting in which elections are held shall require a quorum of the lesser of 25 members or one-third of the members. The presence of the Chair or Vice Chair is required for a quorum.

### **Section 6.10 Precincts**

The Executive Committee may establish a Precinct in a geographical area not incorporated into a chapter. A Precinct is an organizational unit which enables DA Spain to better provide services to members outside the areas administered by chapters. These services include voter registration, event promotion, and the organization of campaigns to get out the vote at election time. Once identifying an area with an adequate number of DA members, the Chair, with the approval of the Executive Committee, shall appoint a Precinct Captain. Each Precinct shall organize itself according to its needs and the size of its membership under the supervision of the Executive Committee. A Precinct may be recognized as a Chapter once it has fulfilled the requirements in Article VI Section 3 of these Bylaws. The Precinct Captain shall participate as a non-voting member in meetings of the Executive Committee.

## **ARTICLE VII - ELECTIONS**

### **Section 7.1 Nominations and Elections Committee**

Regular DA Spain Elections for officers are to be held in the odd years preferably no later than March 31st in accordance with Article VIII Section 4 (8.4) of these Bylaws.

At least two months prior to the Annual General Meeting, a Nominations and Elections Committee (“NEC”) shall be named by the Chair with the approval of the Executive Committee. 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 3.5). This committee shall be empowered to solicit and 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 NEC shall not exclude any eligible member as a candidate.

### **Section 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 eligibility, proxy and voting procedures, and procedures for notifying members of the election process using email and social media. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via a verifiable electronic means (e.g., by fax, e-mail, via the Web, online voting service, etc.).

### **Section 7.3 Nominations**

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 his/her candidacy at least 17 days before the annual meeting in writing or by email addressed to the Chair of the Nominations Committee. Such nomination shall also be seconded in writing. Where voting by mail or electronically is permitted, no nominations from the floor of the annual meeting shall be permitted for that position. If there have been no prior nominations for the position of an elected office as set out above, nominations may be made from the floor of the annual meeting in respect of such office. In such case only those present or represented by proxy at such meeting may vote on such position.

### **Section 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 emailed or postal mailed to all Democrats Abroad Spain members no less than 14 days before the election meeting.

### **Section 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 Democrats Abroad Spain website.

### **Section 7.6 Restrictions on Nominations from the Floor**

At an election meeting if there are no declared candidates for an open position, then members may nominate a candidate from the floor. Otherwise, there may be no nominations from the floor of the meeting.

### **Section 7.7 Nominations for Special Election**

In the case of an election held to fill a vacancy pursuant to Article 8.5 (Elections for Officer Vacancies), the election shall be held at the next Annual General Meeting, following the rules given in Articles VII (Nominations and Elections) and VIII (Elections and Removal from Office).

### **Section 7.8 DPCA Election Procedures**

The DA Spain 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.

## **ARTICLE VIII - MEETINGS GENERALLY**

### **Section 8.1**

The meetings of the Executive Committee, any committee of any Chapter or any subcommittee of either may be held in person or by telephone, video-conference, internet-conference, or such other means as may be agreed upon by the members of such committee as long as the technology for conducting the meeting is reasonably available to all voting members and permits an adequate means of open debate.

### **Section 8.2**

All meetings of the Executive Committee and the Chapters and the General Membership shall be open to all members of DA Spain; provided, however, that meetings of the Executive Committee or any sub-committee of the Executive Committee may be closed to non-members by a vote of a majority of the members of the Executive Committee or such sub-committee, as the case may be, present and voting. Such decision to close a meeting shall only be taken where there is a matter which requires confidentiality, such as a disciplinary or conflict resolution proceeding or at the request of DA where a matter concerns confidential information.

### **Section 8.3**

A quorum for the Membership (AGM) shall be the lesser of 20% of the membership or 25 members in person, by telephone or other web based means. A simple majority is required for an Executive Committee meeting.

#### **Section 8.4**

At least one meeting of the general membership of DA Spain shall be held every year between January 1 and June 30 (each such meeting, an "Annual General Meeting") with preference for the first quarter in odd years to conform with DPCA rules. The Country Chair shall give members at least six weeks' prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including but not limited to providing written notice by email or other means of electronic transmission to all members of DA Spain. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment to the Bylaws (as required by Section 10.2), and if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations Subcommittee and approved by the Executive Committee pursuant to Section 4.7).

#### **Section 8.5**

The Country Chair or three (3) members of the Executive Committee shall call an extraordinary general meeting of the membership upon the request of a majority of the Executive Committee. Any extraordinary general meeting shall be held in the same manner as an Annual General Meeting, including the requirements for notice.

#### **Section 8.6**

The Annual General Meeting shall be the highest authority of DA Spain, subject to the provisions of these Bylaws.

#### **Section 8.7**

At each Annual General Meeting, the country committee officers shall present a report of their activities since the previous Annual General Meeting. All Chapter Chairs and At-Large Representatives shall also present a brief report of their activities.

#### **Section 8.8**

All meetings of DA Spain at whatever level will be conducted in accordance with and in the following order of priority in the event of a conflict: these Bylaws, any rules for the conduct of meetings adopted by the Executive Committee, and the latest edition of Robert's Rules of Order. Every practicable effort shall be made, within the parameters set by aforementioned regulations, to ensure that all members who wish to speak shall be heard.

#### **Section 8.9**

Voting in all meetings may be by show of hands, roll call, written ballot, or such other electronic means as may be agreed by those present and voting remotely and in all events shall be open and may not be secret. All ballots must be signed either physically or electronically in order to permit

verification that the person voting is a member of DA Spain.

## **ARTICLE IX - RESIGNATION OR REMOVAL FROM OFFICE**

### **Section 9.1**

Any DA Spain officeholder may resign by written notice to the Country Chair or Vice Chair. Any member of the Executive Committee who has missed three consecutive scheduled meetings without notification to one of the officers, or six scheduled meetings in any calendar year, shall be deemed to have resigned.

### **Section 9.2**

After notice and opportunity for hearing and upon grounds found by two-thirds of the full membership of the Executive Committee to constitute good and sufficient cause, the Executive Committee may remove any member of DA Spain from membership and/or any office that such person may hold in DA Spain (including without limitation any elected office). Pursuant to the Charter of the DPCA, any member or officeholder of DA Spain may also be removed for cause. The Executive Committee shall develop and maintain a standing resolution establishing a procedure for appeals to any such removal.

### **Section 9.3**

In the event of a vacancy of the Chair, the Vice-Chair shall become Chair until the next annual general meeting at which regular elections of Officers are held.

### **Section 9.4**

Any Officer elected at a special election shall serve only until the next regular election in an odd year (Annual General Meeting). The time served shall not count as a term served for the purposes of Section 4.5, if such time is less than one year and a day.

### **Section 4.10 Resignation or Removal of an Officer**

Upon the resignation or removal of an Officer other than the Country Chair, the vacancy shall be filled by a majority vote of the Executive Committee members present and voting at the meeting of the Executive Committee immediately following such resignation or removal.

## **ARTICLE V - EXECUTIVE COMMITTEE**

### **Section 9.5**

A member of DA Spain who shall cease to have her or his principal residence in the Territory shall be deemed to have resigned from DA Spain effective upon her or his change of principal residence.

## **ARTICLE X - AMENDMENTS**

### **Section 10.1**

These Bylaws may be amended by the general membership of DA Spain by a three-fifths majority of those present and voting by other electronic methods at an Annual General Meeting.

### **Section 10.2**

Amendments to these Bylaws may be suggested to the Country Chair by any member. Notice of intent to amend these Bylaws and a copy of any proposed amendment must be given to members at least three (3) weeks before such an Annual General Meeting.

## **ARTICLE XI - ADOPTION OF THESE BYLAWS AND TRANSITIONAL RULES**

### **Section 11.1**

These Bylaws shall be effective immediately upon adoption by the general membership of DA Spain in accordance with the then-effective bylaws of DA Spain at a duly constituted Annual General Meeting and shall replace any previously effective bylaws of DA Spain.

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