

DEMOCRATS ABROAD UK BYLAWS

These are of the Bylaws of Democrats Abroad UK, as approved by the Council of Democrats Abroad UK on September 25, 2022.

ARTICLE I – NAME

Section 1.1 The name of this organization is Democrats Abroad UK.

ARTICLE II. PURPOSES

Section 2.1 The purpose of this organization is to advance the interests of the Democratic Party of the United States, maintain the Party's organization in the United Kingdom in order to provide its members with a vehicle for the conduct of its activities and support of its candidates, to represent the interests of the members of the Democratic Party who reside in the United Kingdom, and, when appropriate, represent the Democratic Party in the United Kingdom and its members. Democrats Abroad UK is the official body of the Democratic Party of the United States in the United Kingdom.

Section 2.2 The Democratic Party of the United States has recognized the Democratic Party Committee Abroad (DPCA) as the official organization representing American Democrats who reside outside the United States of America. Democrats Abroad UK has in turn been recognized by the DPCA as the official organization representing American Democrats who reside in the United Kingdom.

Section 2.3 This organization shall not participate in the political activities of any country other than the United States of America.

ARTICLE III. MEMBERSHIP

Section 3.1 Any American citizen of voting age (or who will reach voting age on or before the date of the next federal election in the United States) living in the United Kingdom who supports the principles of the Democratic Party of the United States and who wishes to belong is eligible to join.

Section 3.2 No oath of loyalty, fees or dues, or past voting record shall be required as a condition of membership.

Section 3.3 Members shall be entitled to vote in the biennial elections (involving advance balloting prior to the Elections Meeting and, if necessary, further balloting at the Elections Meeting) referenced in Section 11.2 only if they are members of Democrats Abroad UK on the date that is 8 weeks before the Elections Meeting, and remain members continuously on all relevant dates subsequently. However, only those who were members by the earliest of the following and remain members at all relevant times subsequently shall be entitled to be candidates or to be elected at the Elections Meeting:

- (a) the time of submission of the candidate's nomination; or
- (b) January 31 of the year in which the Elections Meeting is held.

Section 3.4 The organisation is committed to gender diversity, including equality of males, females, and persons who identify as neither male nor female. Gender is defined according to the good faith identification of the individual, and any identification by an individual member is presumed to be made in good faith. Where the term non-binary is used in these Bylaws, it shall include all persons who do not identify consistently as male or female, including those who identify as gender fluid.

ARTICLE IV. THE COUNCIL

Section 4.1 There shall be a Council composed of no fewer than 15 members. The purpose of the Council is to promote the interests and activities of Democrats Abroad UK. All members of the Council shall be members of the organization. All Officers, Voting Representatives, Non-Voting Representatives, and Executive Committee members are automatically members of the DAUK Council but shall not count toward the 15 member minimum.

Section 4.2 The Council shall be elected via the biennial elections procedure (involving advance balloting prior to the Elections Meeting and, if necessary, further balloting at the Elections Meeting), described in Section 11.2

Section 4.3 The number to be elected to the Council shall be determined by the Executive Committee and shall be set forth in the call for the Elections Meeting.

Section 4.4 Additional members may be added to the Council from time to time by a two-thirds vote of the Council members present at any duly held meeting of the Council.

Section 4.5 When electing members to the Council every effort shall be made to ensure that all elements of the Democratic Party and the American community in the United Kingdom are represented. Each regional chapter of the organization shall be entitled to elect two members of the Council in such form as agreed with the Executive Committee of Democrats Abroad UK or, in absence of such agreement, the Chair and Vice Chair of a chapter shall be deemed to be elected as members of the Council. Council members representing regional chapters under this section shall be in addition to the members of the Council referenced previously in section 4.1 and shall not count towards the 15 member minimum for the size of the Council.

Section 4.6

A member of the Council shall cease to be a member of the Council if they have:

- (a) Resigned from the Council;
- (b) Failed to meet the requirements for Council membership;
- (c) Missed two consecutive meetings of the Council. However, a member of the Council shall not be deemed to have missed a meeting for the purposes of this section if they submit apologies for their absence and the Council agrees prior to the conclusion of the respective meeting to accept said apologies;
- (d) Been removed by a two-thirds vote of the members of the Council present at a Council meeting upon grounds found by the Council to constitute good and sufficient cause.

ARTICLE V. OFFICERS

Section 5.1 The Officers shall consist of a Chair, a Vice Chair, a Secretary and a Treasurer.

Section 5.2 The Chair and the Vice Chair shall not be of the same gender.

Section 5.3 Officers shall be elected from the membership.

Section 5.4 Duties of Officers:

(a) The Chair shall be the Chief Executive Officer of the organization, shall preside at all meetings of the organization, of the Executive Committee and of the Council, shall have responsibility for the day to day activities of the organization, shall have responsibility for all activities approved and undertaken by the Executive Committee or the Council, shall appoint such committees as necessary for the execution of the activities of Democrats Abroad UK and shall attend meetings of the DPCA.

(b) The Vice Chair shall act in the absence of the Chair, shall undertake such other specific duties as the Chair may direct and shall attend meetings of the DPCA.

(c) The Secretary shall maintain or have access to a list of members of the organization, minutes of all general meetings of the organization and meetings of the Council and the Executive Committee, and shall keep all files and administrative records of the Council and Executive Committee available for inspection by any member. However, the duty for taking minutes of the Elections Meeting referenced in section 11.2 shall be assigned to a person designated by the Nominations and Elections Committee, provided that the person so assigned shall become ineligible to be nominated for or elected to a position at the Elections Meeting as an Officer, Voting Representative, Non-Voting Representative, or member of the Executive Committee.

(d) The Treasurer shall be responsible for the financial management of the organization including the preparation of the budget, and shall be responsible for financial record keeping and reporting as required by law.

Section 5.5 Election of Officers: Officers shall be elected at the Elections Meeting specified in Section 11.2. No person shall serve simultaneously in more than one Officer role.

Section 5.6 No person shall be elected to the same position as Chair or Vice Chair for more than two consecutive terms. For the purposes of this section, a person shall be deemed to have served a term if they were elected to that term at the Elections Meeting for that term or if they served or acted within the respective role for at least 366 days of the term.

Section 5.7 Officers shall serve for terms of two years or until successors are elected or they resign or are removed from office. Officers may be removed by a two-thirds vote of the members of the Council present at a Council meeting upon grounds found by the Council to constitute good and sufficient cause.

Section 5.8 Where the DPCA determines in accordance with the Charter of the DPCA that the Chair or Vice Chair has ceased to be a member of the DPCA, such determination shall be deemed to be a resignation by the Chair or Vice Chair (as the case may be), giving rise to a vacancy. However, such a deemed resignation shall apply only to an order of suspension and shall not apply to a temporary suspension pending further investigation or action by the DPCA.

Section 5.9 In the event of a vacancy for Chair, the Vice Chair shall become Chair and this shall give rise to a vacancy for Vice Chair, which shall be filled in accordance with Section 5.10. If a vacancy for Chair fails to be filled by the foregoing provisions of this section, then the following shall apply:

- (a) The Council may choose a member of the organization to fill the remainder of the term by majority vote of Council members present at a meeting of the Council;
- (b) Where the vacancy arises before the Council is able to exercise its powers under subsection (a) above, the Executive Committee may appoint a member of the organization to act as Chair until such time as the Council exercises its power under subsection (a) above;
- (c) Where the vacancy arises before the Council is able to exercise its powers under subsection (a) above and prior to the ability of the Executive Committee to exercise its power under subsection (b) above, the Secretary may appoint a member of the organization to act as Chair until the earlier of the Council exercising its power under subsection (a) above or the Executive Committee exercising its power under subsection (b) above.

Section 5.10 For vacancies for Officer positions other than Chair, the following shall apply:

- (a) The Council may choose a member of the organization to fill the remainder of the term by majority vote of Council members present at a meeting of the Council;
- (b) Where the vacancy arises before the Council is able to exercise its power under subsection (a) above, the Executive Committee may appoint a member of the organization to act in the relevant officer role until such time as the Council exercises its power under subsection (a) above;
- (c) Where the vacancy arises before the Council is able to exercise its powers under subsection (a) above and prior to the ability of the Executive Committee to exercise its power under subsection (b) above, the Chair may appoint a member of the organization to act in the relevant officer role until the earlier of the Council exercising its power under subsection (a) above or the Executive Committee exercising its power under subsection (b) above.

Section 5.11 Officers shall be elected via the biennial elections procedure (involving advance balloting prior to the Elections Meeting and, if necessary, further balloting at the Elections Meeting), described in Section 11.2.

Section 5.12 The Officers are subject to affirmative action rules as defined in The Charter and The Bylaws of the Democratic National Committee and the DPCA.

ARTICLE VI. VOTING REPRESENTATIVES TO THE DPCA

Section 6.1 Description: The members of Democrats Abroad UK are represented in the DPCA by the Chair and Vice-Chair of Democrats Abroad UK and such Voting Representatives as may be authorized by the DPCA Charter. DPCA votes are allocated to Democrats Abroad UK from time to time in accordance with the terms of the DPCA Charter, and such votes may be cast by the Chair, the Vice Chair, and the Voting Representatives (or by their valid proxies).

Section 6.2 Duties: Voting Representatives may also be, but need not be, elected members of the Executive Committee. Voting Representatives shall endeavour to remain continually informed of issues arising at the DPCA, and of the desires of the members of DAUK in respect of those issues. They are expected to attend meetings of the DAUK Executive Committee (if not Executive Committee members in their own right) at which issues relevant to DPCA are on the agenda. They are expected to attend all DPCA meetings at which they are entitled to vote, either electronically (using methods approved by the DPCA) or in person;

if they are unable to attend, they are expected to arrange effective proxies as allowed by the rules of the DPCA.

Section 6.3 Election: The Voting Representatives shall be nominated and elected in the same manner and at the same time as the Officers. Voting Representatives may be removed by a two-thirds vote of the members of the Council present at a Council meeting upon grounds found by the Council to constitute good and sufficient cause.

Section 6.4 Term: DPCA Voting Representatives shall serve until the next Elections Meeting to elect their successors or they resign or are removed from office.

Section 6.5 Gender: Gender balance rules of the Democratic Party apply to the Voting Representatives. Persons whose gender is non-binary may be elected as Voting Representatives and non-binary persons may be elected in any number up to the total number of Voting Representatives to be elected. For all members of the DPCA Voting Delegation (consisting of the Chair, Vice Chair, and Voting Representatives), the number of persons with a binary gender shall, to the maximum extent possible, be balanced between males and females.

Section 6.6 Gender (Continued): With respect to the members of the DPCA Voting Delegation (consisting of the Chair, Vice Chair, and Voting Representatives), members of the said delegation shall have an equal number of males and females except where the combined total of male and female members of the DPCA Voting Delegation is an odd number because of (a) the size of the DPCA Voting Delegation being an odd number and/or (b) the election of one or more persons of a non-binary gender. Where it is permitted under this section to allow a difference between the total number of males and females in the DPCA Voting Delegation, the difference shall only be one.

Section 6.7 Number of Voting Representatives: The number of Voting Representatives shall be established by the Executive Committee of Democrats Abroad UK within the terms allowed by the DPCA Charter.

Section 6.8 Allocation of DPCA Votes: The DPCA votes allocated to Democrats Abroad UK from time to time shall (to the extent possible) be allocated evenly among the Chair, the Vice Chair and all Voting Representatives, such that each of these persons has exactly one vote as long as such allocation is permitted or required by the DPCA Charter. However, nothing in these Bylaws shall restrict the use of proxy voting in the manner and extent allowed by the DPCA.

Section 6.9 Where the DPCA determines in accordance with the Charter of the DPCA that a Voting Representative has ceased to be a member of the DPCA, such determination shall be deemed to be a resignation by the respective Voting Representative, giving rise to a vacancy. However, such a deemed resignation shall apply only to an order of suspension and shall not apply to a temporary suspension pending further investigation or action by the DPCA.

Section 6.10 Where a vacancy arises for a Voting Representative, a Non-Voting Representative shall be offered the position, with the following order of priority determining which Non-Voting Representative shall be offered the vacancy, and the Non-Voting Representative offered the vacancy shall become a Voting Representative upon accepting such offer:

- (a). The Non-Voting Representative who was elected on the prior ballot shall have priority over a Non-Voting Representative who was elected on a subsequent ballot;
- (b). Among Non-Voting Representatives who were elected on the same ballot, the Non-Voting Representative who received the greatest number of votes shall receive priority;

Provided that, for the purpose of this section, a Non-Voting Representative shall be disregarded for the purpose of filling a particular vacancy if, that person would, upon becoming Voting Representative, bring the DPCA Voting Delegation into breach of the gender balance requirements specified in sections 6.5 and 6.6.

Section 6.11 For any vacancy for a Voting Representative that fails to be filled by the foregoing, an elected Non-Voting Representative may be chosen to become a Voting Representative as follows, provided that the gender of the person chosen must be such as will comply with the gender balance requirements that apply to the election of Voting Representatives under these bylaws and the gender balance requirements imposed by the Charter of the DPCA:

- a. The Council may choose an elected Non-Voting Representative to fill the remainder of the term by majority vote of Council members present at a meeting of the Council;
- b. Where the vacancy arises before the Council is able to exercise its power under subsection (a) above, the Executive Committee may appoint an elected Non-Voting Representative to act as Voting Representative until such time as the Council exercises its power under subsection (a) above;
- c. Where the vacancy arises before the Council is able to exercise its powers under subsection (a) above and prior to the ability of the Executive Committee to exercise its power under subsection (b) above, the Chair may appoint an elected Non-Voting Representative to act as Voting Representative until the earlier of the Council exercising its power under subsection (a) above or the Executive Committee exercising its power under subsection (b) above.

Section 6.12 Voting Representatives shall be elected via the biennial elections procedure (involving advance balloting prior to the Elections Meeting and, if necessary, further balloting at the Elections Meeting), described in Section 11.2.

ARTICLE VII. NON-VOTING REPRESENTATIVES

Section 7.1 Description and duties: The organization shall elect a number of Non-Voting Representatives to the DPCA to the extent allowed by the DPCA Charter. Non-Voting Representatives shall endeavour to remain continually informed of issues arising at the DPCA, and of the desires of the members of DAUK in respect of those issues. They are expected to attend meetings of the DAUK Executive Committee (if not Executive Committee members in their own right) at which issues relevant to 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. Non-Voting Representatives may be removed by a two-thirds vote of the members of the Council present at a Council meeting upon grounds found by the Council to constitute good and sufficient cause.

Section 7.2 Election: Those elected Non-Voting Representatives shall be those candidates for Voting Representative in the biennial elections procedure (involving advance balloting prior to the Elections Meeting and, if necessary, further balloting at the Elections Meeting), described in Section 11.2 who fail to achieve election as Voting Representative but receive the largest plurality among those failing to be elected as Voting Representative (subject to gender balance requirements).

Section 7.3 Term: DPCA Non-Voting Representatives shall serve until the next Elections Meeting to elect their successors or they resign or are removed from office or they become Voting Representatives in accordance with Section 6.10 (or 6.11) above.

Section 7.4 Gender: Gender balance rules of the Democratic Party apply to the Non-Voting Representatives. Persons whose gender is non-binary may be elected as Non-Voting Representatives and non-binary persons may be elected in any number up to the total number of Voting Representatives to be elected. The positions filled by persons with a binary gender shall be, to the maximum extent possible, be balanced between males and females.

Section 7.5 Gender (Continued): It shall only be permissible to have any difference in the number of male and female Non-Voting Representatives elected where the combined total of male and female Non-Voting Representatives is an odd number because of the size of the total delegation of Non-Voting Representatives being an odd number and/or the election of one or more persons of a non-binary gender. Where it is permitted under this section to allow a difference between the total number of male and female Non-Voting Representatives, the difference shall only be one.

Section 7.6 Number of Non-Voting Representatives: The number of Non-Voting Representatives shall be established by the Executive Committee of Democrats Abroad UK within the terms allowed by the DPCA Charter.

Section 7.7 Where the DPCA determines in accordance with the Charter of the DPCA that a Non-Voting Representative has ceased to be a member of the DPCA, such determination shall be deemed to be a resignation by the respective Non-Voting Representative, giving rise to a vacancy. However, such a deemed resignation shall apply only to an order of suspension and shall not apply to a temporary suspension pending further investigation or action by the DPCA.

ARTICLE VIII. COMMITTEES

Section 8.1 There shall be an Executive Committee of eight members, plus the Officers, who will meet with and advise the Chair on a frequent basis. No person shall serve in more than one Executive Committee role.

Section 8.2 The Chair or any two members of the Executive Committee can call for a meeting of the Executive Committee at any time. At least one week's notice will be given unless the Chair otherwise determines and no two members promptly object.

Section 8.3 The Executive Committee shall be empowered to review and approve the Chair's activities, confirm the appointment of committee chairs and review their activities, and authorize budgets and unbudgeted expenditures in excess of £1,000.

Section 8.4 A quorum shall consist of a majority of the members of the Executive Committee.

Section 8.5 Executive Committee members shall be elected via the biennial elections procedure (involving advance balloting prior to the Elections Meeting and, if necessary, further balloting at the Elections Meeting), described in Section 11.2. Executive Committee members may be removed by a two-thirds vote of the members of the Council present at a Council meeting upon grounds found by the Council to constitute good and sufficient cause.

Section 8.6 There shall be such other standing and ad hoc committees as directed by the Council, the Executive Committee or as appointed by the Chair.

Section 8.7 A vacancy shall exist when a member of the Executive Committee has resigned, missed three consecutive scheduled meetings without notification to one of the Officers, or six scheduled meetings overall. Where a vacancy arises, the following shall apply:

- (a) The Council may choose a member of the organization to fill the remainder of the term by majority vote of Council members present at a meeting of the Council;
- (b) Where the vacancy arises before the Council is able to exercise its powers under subsection (a) above, the Executive Committee may appoint a member of the organization to act as a member of the Executive Committee until such time as the Council exercises its power under subsection (a) above.

ARTICLE IX. CHAPTERS

Section 9.1 Every effort shall be made to develop regional chapters of Democrats Abroad UK in cities in the United Kingdom other than London, wherever there are enough interested Democrats to form a chapter.

Section 9.2 Before any new chapter is approved, the chapter shall enter into an agreement with the Executive Committee covering the terms of its relationship with Democrats Abroad UK. Such agreement shall include but not be limited to the following issues: number of seats on the Council to be awarded to the new chapter; an undertaking on behalf of the persons comprising the new chapter that they will adhere to these Democrats Abroad UK Bylaws and that the chapter is an integral part of Democrats Abroad UK and does not have any independent status or purpose.

Section 9.3 An amendment to the bylaws of a chapter shall not take effect without the approval of the Executive Committee of Democrats Abroad UK.

ARTICLE X. COUNCIL AND COMMITTEE MEETINGS

Section 10.1 Regular meetings of the Council shall be held at least twice yearly upon call by the Chair, Secretary, or ten percent of the Council members. At least four week's notice shall be given to all members and an agenda of likely business to be discussed included with the notice of the meeting. A quorum shall consist of 25 percent or 25 members of the Council, whichever is smaller.

Section 10.2 Committee meetings shall be open to all members of Democrats Abroad UK, subject to the ability of the Executive Committee to authorize its own meetings or the

meetings of other committees to be held in closed session where the Executive Committee considers it necessary and appropriate.

Section 10.3 With respect to meeting of the Council and of committees of the organization (including the Executive Committee), provision may be made for members who cannot attend a meeting in person to participate via such electronic media as may be arranged to enable such persons to follow the simultaneous actions of those physically present at the meeting and to vote. This may include, where appropriate, conducting meetings purely by electronic media. Where such provision is made, those participating via such electronic media shall be deemed to be present. Where there is an effort to allow electronic participation, but such effort fails in part or in whole, the meeting may proceed among only those who are able to participate and any business conducted shall be valid, provided that any relevant quorum is met among those who are able to attend. Provision may be made to take to require advance registration of those participating electronically and to ensure security of participation by electronic media. The Executive Committee may regulate the provision and use of such electronic media for meetings generally or for specific circumstances.

ARTICLE XI. GENERAL MEETINGS AND BIENNIAL ELECTIONS

Section 11.1 A general meeting of the membership of Democrats Abroad UK shall be called at least once per year. In even-numbered years, a general meeting shall be held on a date that is not later than June 30. In odd-numbered years, a general meeting shall be held in accordance with the provisions of section 11.2.

Section 11.2 Biennial Elections

(a) A general meeting of the members of Democrats Abroad UK shall be called by the Chair in odd numbered years (being the years immediately following regular biennial US federal general elections) on a date that is not earlier than February 1, and not later than April 22 for the purposes of electing the Officers, Executive Committee, DPCA Voting Representatives, DPCA Non-Voting Representatives, and Council (and the meeting may hereinafter be referred to as the “Elections Meeting”, which shall also serve the function of the annual general meeting). The deadlines and timeframes in subsection 11.2(g) shall apply. The Officers, Executive Committee, and the Nominations and Elections Committee shall make all reasonable endeavours to provide full and widespread notice of the time and place of the meeting. A quorum for the Elections Meeting shall consist of 35 members.

(b) Conduct of Elections: The Chair shall appoint no fewer than three members of Democrats Abroad UK as a Nominations and Elections Committee. The Nominations and Elections Committee shall have conduct over the elections to be held at the meeting (and all advance balloting pursuant to the following provisions, which provides generally for elections to be completed by advance ballot and tabulated so that results may be declared at the Elections Meeting), including without limitation soliciting nominations in advance, confirming acceptance of nominations by nominees, managing all election communications transmitted to the membership using DAUK infrastructure, designing and producing ballots, tallying votes, and declaring election results. The chair of the Nominations and Elections Committee shall act as chair of the meeting during the conduct and reporting of the elections, including without limitation addressing any points of order that may arise.

(c) Nominations and Elections Committee members ineligible: Any person who has been appointed to and served upon the Nominations and Elections Committee for an Elections Meeting shall not be a candidate in, and may not be elected pursuant to, any election held at that meeting, *provided that* such ineligibility shall not apply to, and such persons shall remain eligible for, election to the Council (article IV).

(d) Nominations: A member of Democrats Abroad UK may nominate themselves for one or more positions to be elected. Persons shall only be eligible to be nominated or receive votes if they have either communicated to the Nominations and Elections Committee prior to the close of nominations in such form as that committee prescribes that they either nominate themselves or accept the nomination, and the committee has since verified their eligibility to be elected in accordance with these Bylaws.

(e). Advance balloting procedure: In respect of all positions for which the Nominations and Elections Committee has received sufficient advance nominations for it to be possible to elect the respective positions, the vote shall take place in advance of the Elections Meeting as follows:

(i). The Nominations and Elections Committee may designate a date by which members must request a ballot in order to vote.

(ii). The Nominations and Elections Committee shall specify a period during which voting shall be open prior to the Elections Meeting.

(iii). Voting shall be by such electronic, telephonic, and/or postal method as the Nominations and Elections Committee shall prescribe, which shall require each voter to clearly indicate their choices and provide their name and such other information as may be required to confirm their membership of the organization and eligibility to participate. Voting shall not be by secret ballot.

(iv). The Nominations and Elections Committee may provide that elections shall be conducted by instant runoff voting or by plurality voting, and may provide for different systems to be used for different positions. Where plurality voting is used, a threshold of 15% shall be required for election.

(v). Results shall be tabulated by the Nominations and Elections Committee in advance of the Elections Meeting. The result shall be declared at the Elections Meeting and, unless the result fails to produce a winner, such declaration shall constitute election at the Elections Meeting for the purposes of the Bylaws.

(vi). Where a nominee is elected to a position for which they are either an ex officio member of another relevant body or for which dual service is incompatible, the Nominations and Elections Committee shall, in tabulating remaining positions for which the same person has been nominated, treat the candidate as having withdrawn as a candidate in respect of any nominations that have been rendered ineffective by the candidate's election to the higher office. For the purpose of this provision, the order of election shall be: Chair, Vice Chair, Secretary, Treasurer, DPCA Voting Representatives, DPCA Non-Voting Representatives, Members at-large of the Executive Committee, Members at-large of the Council.

(vii). Records of all ballots shall be preserved until 30 days after the Elections Meeting and shall, for 30 days after the Elections Meeting, be available for inspection (subject to such data protection measures as may be reasonable or necessary).

(f). The failure to elect any position by the advance balloting procedure specified in paragraph (e) above shall result in such position being elected at the Elections Meeting in accordance with the following, which shall constitute a continuation of the same elections process at the same meeting: The Nominations and Elections Committee shall determine the method of voting used at the Elections Meeting, provided that a secret ballot shall not be used. The Nominations and Elections Committee may provide that elections shall be conducted by instant runoff voting or by plurality voting, and may provide for different systems to be used for different positions. Where plurality voting is used, a threshold of 15% shall be required for election. Nominations from the floor may be allowed if it would not otherwise be possible to fill all positions to be elected at the Elections Meeting, but nominations from the floor shall not otherwise be allowed.

(g). The following timeframes shall apply:

(i). Appointment of Nominations and Elections Committee: The Chair shall appoint the Nominations and Elections Committee at least 20 weeks prior to the Elections Meeting.

(ii). Notice of Period for Nominations and Provisional Meeting Date: The Nominations and Elections Committee shall use reasonable endeavours to give widespread notice to the membership at least 14 weeks before the Elections Meeting of the positions for which nominations may be submitted, the deadline for submitting nominations, and the procedure for submitting nominations, and the date on which the Elections Meeting is expected to occur (though the formal call of the meeting need not be sent out on this date).

(iii). Publication of Nominations: With respect to all such nominations received by the Nominations and Elections Committee at least 10 weeks prior to the meeting, the Nominations and Elections Committee shall use reasonable endeavours to furnish to the membership, at least 8 weeks prior to the meeting, the names of all such nominees who: are qualified for election pursuant to these Bylaws and have confirmed that they accept such nomination.

(iv). Closure of Nominations: The Nominations and Elections Committee shall be entitled to close nominations 10 weeks prior to the meeting, though it shall have discretion to permit re-opening of nominations for certain positions where it would be necessary to do so in order to enable all positions to be elected.

(v). Notice of Ballot Request Deadline: Where the Nominations and Elections Committee designates a date by which members must request a ballot in order to vote, the Nominations and Elections Committee shall undertake reasonable efforts to give widespread notice to the membership of such deadline at least 8 weeks prior to the Elections Meeting.

(vi). Ballot Request Deadline: Where the Nominations and Elections Committee designates a date by which members must request a ballot in order to vote, such date

must not be earlier than 7 days before the opening of the voting period (but the Nominations and Elections Committee shall have discretion to specify a later deadline for members to request a ballot).

(vii). Notice of Period of Voting: The Nominations and Elections Committee shall undertake reasonable efforts to give widespread notice to the membership of the organization as to the voting period at least 8 weeks prior to the Elections Meeting.

(viii). Full Notice Meeting: The Nominations and Elections Committee shall use reasonable endeavours to give widespread notice to the membership at least 4 weeks before the Elections Meeting of the meeting.

(ix). Period of Voting: The Nominations and Elections Committee shall specify a period for members to vote, which shall last at least 7 days and shall be closed at least 7 days prior to the Elections Meeting.

(h) Pre-election communications: The Nominations and Elections Committee shall maintain sole control over the content and timing of all communications that concern details of the elections or the nominees sent to the membership using DAUK communications infrastructure. The Nominations and Elections Committee may adopt such rules as it deems reasonable and necessary concerning the communication of nominee details to the membership (including without limitation the ability to restrict word count in statements submitted by nominees for publication to the membership), provided that such rules are fair, rational, and notified to nominees. The Nominations and Elections Committee shall not make any recommendations indicating any preference of any candidate or candidates. The Nominations and Elections Committee may authorize:

(i) the use of DAUK resources and communications infrastructure to allow candidates to provide information or conduct campaign activity in respect of or one or more positions to be elected; and/or

(ii) the use of DAUK resources and communications infrastructure to advertise candidate campaign events;

Provided that all candidates or, where applicable, all candidates in respect of the position(s) concerned, must be offered equal access to the relevant events or advertising opportunities.

(i) Report of Nominations and Elections Committee: The Nominations and Elections Committee shall submit a written report to the Elections Meeting describing the actions that it took prior to the meeting, and such report shall be annexed to and form a part of the minutes of the Elections Meeting.

(j) Objections: Any allegation of error in the conduct of the election must be timely raised as a point of order at or prior to the Elections Meeting.

(k) Discharge: The Nominations and Elections Committee shall be discharged automatically upon conclusion of the elections (including resolution of any points of order arising from the elections).

(l) Method of participation: The Nominations and Elections Committee may, at its discretion, make provision for members who cannot attend the Elections Meeting in person to participate via such electronic media as the Nominations and Elections Committee may arrange to enable such persons to follow the simultaneous actions of those physically present at the

Elections Meeting and to vote. This may include, where the Nominations and Elections Committee deems it appropriate, conducting the Elections Meeting purely by electronic media. Where such provision is made, those participating via such electronic media shall be deemed to be present. Where there is an effort to allow electronic participation, but such effort fails in part or in whole, the Elections Meeting may proceed with the participation of those who are able to participate and the results shall remain valid. The Nominations and Elections Committee shall take reasonable steps to require advance registration of those participating electronically and to ensure security of such participation.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 12.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order.

ARTICLE XIII. AMENDMENTS

Section 13.1 These Bylaws may be amended by a two-thirds vote of the members of the Council present at any regular Council meeting, provided that notice of amendment has been given in the call for the meeting.