

# American Democrats Abroad (Hong Kong)

## REVISED BY-LAWS

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Amended as of **February 10, 2021**

Room 7, 27/F, Block C, Greenwood Garden, Sha Tin, New Territories, Hong Kong  
(Registered Address)  
GPO Box 819, General Post Office (Mailing Address)

### *Objective*

#### Section 1 Objective

The name of the society shall be “American Democrats Abroad (Hong Kong)”. Its objective shall be to provide a local organization for United States citizens residing in Hong Kong who wish to promote the interests of the Democratic Party of the United States of America.

### *Membership*

#### Section 2 Membership

- a. Members must be citizens of the United States, of voting age (or who will be such before the next Federal election), who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in or near Hong Kong. Registration occurs once the Secretary of the society approves placement of the member’s name on the society’s membership list.
- b. Any member shall cease to be a member if he/she no longer meets the qualifications of a member, and specifically if he/she no longer maintains his/her principal residence in or near Hong Kong. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the DPCA Country Committee Election Procedures. (Any such former member may later be reinstated on the same conditions as a new member.)
- c. To join American Democrats Abroad (Hong Kong) – hereinafter referred to as DAHK -- a prospective member must complete the Democratic Party

Committee Abroad (DPCA) on-line membership application form made available at the Democrats Abroad international website.

- d. By becoming a member of DAHK the member consents to the delivery of 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 DAHK automatically results in membership in Democrats Abroad.
- e. Each member has the right to inspect and correct his or her data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the database manager. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, of Democrats Abroad or of DAHK. 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.
- f. Membership records shall be maintained by the Secretary in such a manner in order to protect the information therein, pursuant to applicable data protection rules, and in a manner consistent with DPCA requirements. A certification of up-to-date membership shall be submitted to the appropriate officers of the DPCA at such time and in such form and format as the DPCA shall require.<sup>1</sup>

## *Meetings*

### Section 3.1 Meetings

Meetings of DAHK may be called (a) by the Chair, (b) in his or her absence, by any Vice Chair, or (c) on the written request of at least 10% of the registered members. An annual general meeting shall be called during the first two quarters of each calendar year to approve accounts, receive reports of the officers and take any other action related thereto as may be appropriate. In odd numbered years unless the majority of members voting at the AGM decide otherwise, the election of all officers shall be held at such annual general meetings. Members shall be given 30 days advance notice of annual general meetings, and elections of officers. General meetings for other purposes may be held at any time.

### Section 3.2 Quorum and Voting

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<sup>1</sup> Current DPCA rules call for submission of membership certification by January 31 annually.

A quorum shall consist of the participation, either physical or electronic (as authorized by the Excom under Section 4.13 (b) of no less than ten (10) registered members. Where the Excom decides to permit electronic participation, it may set a higher quorum level. Without such quorum, no meeting may be held and no business conducted. Each registered member shall be entitled to cast one (1) vote.

## *Officers*

### Section 4.1 Officers

The officers of American Democrats Abroad (Hong Kong) shall consist of:

1. The Chair
2. The Executive Vice Chair
3. one or more Vice Chairs
4. the Treasurer
5. the Secretary; and
6. one or more DPCA Voting Representatives, (with the number determined by the DPCA's allocation of seats)

### Section 4.2 Election and Removal

All officers elected at the annual general meeting held during odd numbered years shall serve a term of two (2) years. Election of each officer shall be by an affirmative vote of a majority of all registered members voting (either physically or remotely, as decided by the Excom in accordance with Section 3.2) at the aforesaid meeting.

The terms of all incumbent officers and Committee Chairs shall automatically expire upon the election of new officers in accordance with the foregoing paragraph. Any officer or DPCA Voting Representative may be removed from office by a vote of two-thirds (2/3) of those participating (physically or remotely, as the Excom may provide) in a duly convened meeting of the membership.

Notice of any meeting that will consider a motion under this provision must be given to the membership at least 30 days in advance. If an officer is removed, the membership meeting should proceed immediately to elect a successor, to serve out the remaining term of the removed officer.

### Section 4.3 Code of Conduct

Elected Officers, Voting Representatives, and appointed committee members are expected to adhere to the DPCA Code of Conduct and other procedures and policies defined by the DPCA.

### Section 4.4 Vacancies

Vacancies in any officer position may be caused by resignation, cessation of residence in Hong Kong or removal from office and shall be filled by appointment of

the Chair with the consent of a majority of the Excom. (If the position of Chair becomes vacant for whatever reason, the Executive Vice-Chair shall succeed to the office of Chair.) Those appointed to fill such vacancies shall serve out the balances of the terms of their respective predecessors.

#### Section 4.5 Subcommittees

A subcommittee shall be officially constituted if its creation is approved by the Chair and a majority of the Excom. The Excom shall designate a person to head the subcommittee. The head of a subcommittee shall notify the Secretary in writing of the names and contact details of the members of his subcommittee.

#### Section 4.6 Proxies

An officer may give a proxy to a member of an officially constituted subcommittee. The proxy shall be in writing and shall refer to the date of the meeting at which the proxy holder may vote on behalf of the officer. The proxy may be limited or general.

#### Section 4.7 Chair

The Chair shall be responsible for the general management and administration of the society. The Chair may appoint deputies to perform specific duties unless objected to by any other officer. The Chair shall preside at all meetings, establishing their agenda and implementing, either directly or through membership, all decisions made thereat. The Chair shall be a member of and attend meetings of the DPCA.

#### Section 4.8 Executive Vice Chair

The Executive Vice Chair shall assist the Chair in the general management and administration of the society and shall serve in the place of the Chair whenever the latter is absent or incapacitated, and shall have such other duties as may be determined by the Chair or by the membership by means of a vote, consistent with these by-laws and duties of other officers. The Executive Vice Chair shall be a member of and attend meetings of the DPCA.

In accordance with the DPCA's policy on gender balance, the Executive Vice Chair shall be of a different gender than the Chair.<sup>2</sup> If no candidates for Executive Vice Chair can be located who satisfy the gender balance requirement, the AGM may adopt by two-thirds majority a special waiver of this provision, valid for one term only.

#### Section 4.9 Other Vice Chairs

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<sup>2</sup> For the purposes of this section, the term 'gender' is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America.

Other Vice Chairs shall be named by the Chair, and shall undertake such duties as the Chair may direct.

#### Section 4.10 Secretary

The Secretary shall be responsible for sending all notices to members on behalf of the officers and preparing and maintaining complete minutes of all meetings, maintaining the records and membership lists and performing such other duties as the Chair or the membership, by means of a vote, may determine. All minutes of DAHK shall be open to inspection by members.

#### Section 4.11 Treasurer

The Treasurer shall be responsible for all financial matters of the society including the keeping of records of all receipts and disbursements and making any necessary financial reports to the Hong Kong Government, US Federal or state authorities, the Democratic National Committee and the DPCA. The Treasurer shall consult as necessary with the International Treasurer of Democrats Abroad on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission.) All financial accounts of DAHK shall be open to inspection by members.

#### Section 4.12 DPCA Voting Representative(s)

In accordance with the allocation of voting seats by the DPCA, one or more DPCA Voting Representatives shall be chosen. The duties of the DPCA Voting Representative(s) are to follow debates/questions within the DPCA and participate (either in person or remotely) in all DPCA meetings, at which they may cast a vote. While such votes are cast on a personal basis, DPCA Voting Representatives shall give priority consideration to any indications of the views of a majority of DAHK members on the question(s) at issue.

DPCA Voting Representative(s) may also be elected to other positions within DAHK except for the Chair or Executive Vice-Chair.

At the discretion of the members participating in the AGM elections, one or more Alternate Voting Representatives may be elected. The duties of an Alternate Voting Representative shall be to follow debates/questions within the DPCA, participate in DPCA meetings and cast a vote if the elected DPCA Voting Representative is unavailable.

#### Section 4.13 Executive Committee (Excom)

The Executive Committee shall be composed of the Chair, Executive Vice-Chair, Secretary, Treasurer, and DPCA Voting Representative(s). Any currently serving Vice Chairs, and the chairs of any ad hoc subcommittees shall be observer members of the Executive Committee without voting privileges.

The Executive Committee shall meet at regular intervals upon call by the Chair, for the purpose of consulting with and advising the Chair in the administration of the organization. A meeting of the Executive Committee may be called by one-third of the Executive Committee.

#### Section 4.13 Election Procedures

##### a) Nominations and Elections Committee

At least 45 days prior to the Annual General Meeting of an election year, a Nominations and Elections Committee (hereinafter "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 members. This committee shall be empowered to receive nominations of members for elected officer positions from the membership and to make nominations, with assent of the nominated member, for any open position. The nominations committee shall not exclude any eligible member as a candidate, except that NEC members themselves may not be candidates.

##### b) 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. It shall define proxy and voting procedures and procedures as well as timelines for notifying members of the election process. The Excom shall consider making provision -- to the extent possible under the rules of the DNC and DPCA -- to enable members to vote remotely via a personally verifiable electronic means (e.g. remote ballots, videoconference participation).

If the Excom decides to permit postal or electronic absentee ballots, no nominations of candidates from the floor shall be permitted, except where there is no declared candidate for an office. If the Excom decides to permit electronic real-time remote participation and voting, but not absentee ballots, nominations from the floor will be allowed.

##### c) Election Proxies

Proxies will ordinarily be permitted by the Excom under all voting arrangements. The form for any proxies may be specified by the Excom. No individual may hold more than two proxies.

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, and (ii) uninstructed or instructed. Proxies are non-transferable. Proxies may be

included in the determination of 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.

In accordance with Democratic Party and DPCA policy, there is no secret ballot voting in DA elections. All ballots cast must include such personal identification and contact data (i.e., name, phone number, e-mail address) as to allow for validation that the voter is a member of DAHK, and to confirm that votes are counted as the voter intended. An electronically-submitted ballot with a typed name shall constitute a valid "signature," so long as the ballot is submitted from or with the e-mail address registered in the membership database.

#### d) Elections and Vote Counting

The NEC shall run the election part of any membership meeting. The officers shall be elected by a simple plurality of votes. All ballots and votes shall be verified and counted by tellers appointed by the NEC to count the votes. The candidate receiving the most votes shall be elected.

In the case of a tie in the number of votes cast for an elected position, an immediate, on-the-spot run-off election shall be held following the announcement of the voting tie result. In such a case, absentee ballots will not be admitted in the runoff election, though proxies may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the run-off round. In the case of a further tie, then a run-off election date shall be set by the Excom with an announcement to members at least 14 days in advance.

#### Section 4.14 Term Limitations

The Chair and Executive Vice Chair may ordinarily only serve for two full terms in the same office (in addition to any unexpired term they are appointed to fill). However, derogations from this rule may be approved by a vote of two-thirds of the members participating in any AGM where elections are held.

### *Contributions*

#### Section 5 Contributions

The operating costs of American Democrats Abroad (Hong Kong) shall be met by any lawful means including contributions solicited from all members annually or more frequently as the need arises.

### *Amendments*

#### Section 6 Amendments

Any amendment to these by-laws shall require the affirmative vote of at least two-thirds of the registered members participating in any two consecutive meetings.

### *Effectiveness*

#### Section 7 Effectiveness

These by-laws shall be effective upon a vote of two-thirds of members present in attendance at a meeting, provided that notice of the intended adoption of these by-laws has been given in the call for such meeting.

The functioning of DAHK shall be governed by (i) these Bylaws and such rules as the Executive Committee may adopt and (ii) the Bylaws and rules and regulations of Democrats Abroad and the Charter and Bylaws and rules and regulations of the Democratic Party of the United States. In the event of a conflict between these DAHK Bylaws [item (i) above] and the Bylaws, Charter, or rules and regulations of either Democrats Abroad or the Democratic Party [item (ii) above], the documents, rules and regulations of the latter [item (ii)] shall prevail.

### *Local Laws*

#### Section 8 Local Laws

All activities of American Democrats Abroad (Hong Kong) shall comply at all times with the laws in effect in Hong Kong.