

Democrats Abroad India Bylaws

February 2021

ARTICLE I – NAME

Section 1.1 The name of this organization is Democrats Abroad India (hereinafter “DA India”).

ARTICLE II – PURPOSE

Section 2.1 Democrats Abroad (“DA”) is a non-profit association organized and operating under the Uniform Unincorporated Nonprofit Association Act of 2000, D.C. Code §§29-971.01 et seq. Its principal place of business is and will remain the District of Columbia. The highest authority within DA is the Democratic Party Committee Abroad (“DPCA”), as specified in Article Two of the Democrats Abroad Charter.

Section 2.2 DA represents all United States citizens resident outside the United States who support the principles and electoral aims of the U.S. Democratic Party and provides a mechanism for their engagement in U.S. electoral politics and their general interest on issues which pertain to them as citizens resident abroad. The organization is treated by the Democratic National Committee as the functional equivalent of a U.S. state party, and does not participate in the internal politics of any country other than the United States of America.

Section 2.3 DA India is a Country Committee within the Asia Pacific Region of Democrats Abroad.

Section 2.4 The purpose of DA India shall be to broadly advance the electoral interests of the Democratic Party of the United States by engaging U.S. citizens in the U.S. electoral process and in the community, activities and organization of the Democratic Party in the U.S.; in particular, those living, working or otherwise located within India. Further, DA India shall seek to provide voter registration and voting support for all U.S. citizens eligible to vote in the USA, regardless of party affiliation.

ARTICLE III – MEMBERSHIP

Section 3.1 Any American citizen of voting age as of the next general election living in India who supports the ideals and principles of the Democratic Party of the United States and who wishes to belong to Democrats Abroad is eligible and may join by submitting a paper or electronic membership form. Qualifying American citizens who join DA India are automatically members of Democrats Abroad and vice versa. A member of DA India who shall cease to have her or his principal residence in India shall be deemed to have resigned from DA India effective upon her or his change of principal residence.

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

Section 3.3 Discrimination in the conduct of the affairs of DA India on the basis of race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, gender identity, economic status, or physical disability shall be prohibited.

Section 3.4 The current list of members as maintained by the Secretary per Article VIII shall be delivered annually to the appropriate officers of the DPCA pursuant to procedures adopted by the

DPCA.

Section 3.5 By becoming a member of DA India, each member consents to the delivery of his/her membership and voter registration information to the DPCA for use related to the activities associated with membership and purpose of the organization. Membership information is confidential and is not and may not be sold or shared with any third party for any purpose. Not-for-profit Information about third party activities of interest to the community may be shared with the membership of Democrats Abroad from time to time at the discretion of the Chair, Vice Chair or Secretary of Democrats Abroad India and/or those appointed by them to carry out such communications duties.

ARTICLE IV – COUNTRY COMMITTEE OFFICERS and DPCA VOTING REPRESENTATIVES

Section 4.1 The elected officers of DA India (the “Officers”) shall be the Country Chair, Vice-Chair, Secretary, Treasurer, Counsel and DPCA voting representative(s).

Section 4.2 The Country Chair and Vice-Chair shall be of different sex and shall reside in different cities in India. For the purposes of this section, the term 'sex' 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.

Section 4.3 Officers shall be elected by a majority vote of the members of DA India. Members may vote in-person at the Annual General Meeting of the membership held in each odd-numbered year or by mail, email, fax, or call-in during the Annual General Meeting. All ballots must be signed. Proxy votes can be allowed. The method of the election shall be determined by the Executive Committee and the membership notified at least two (2) months prior to the Annual General Meeting at which Officers are to be elected. 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.

Section 4.4 At least two (2) months prior to each Annual General Meeting at which Officers are to be elected, the Country Chair, with the approval of the Executive Committee, shall establish a Nominations Committee consisting of at least three (3) members of DA India. The members of the Nominations Committee shall not run for an Officer position themselves. The Nominations Committee shall no less than four (4) weeks and no more than eight (8) weeks prior to such Annual General Meeting seek out members interested in serving as Officers of DA India and submit to the Executive Committee for its approval a list of nominees for all Officer positions. Such a list shall be submitted to the members of DA India at least two (2) weeks prior to the Annual General Meeting.

Section 4.5 If the elections are to be conducted by mail, 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 twenty (20) days before the annual meeting by a letter addressed to the Chairperson of the Nominations Committee. If the elections are to be held by mail ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filled. If the elections are to be conducted by vote in person or by proxy, nominations for all positions to be filled may be made from the floor of the annual meeting; a second shall be required for any such nomination.

Section 4.6 Duties of Officers:

- a) The Country Chair shall be the Chief Executive Officer of the organization. The Country Chair shall preside at all meetings of the Executive Committee and have responsibility for the day-to-day activities of DA India and of the general membership; and shall have responsibility for all activities approved and undertaken by the Executive Committee. The Country Chair may appoint such ad hoc committees as are necessary for the execution of the activities of DA India. The Executive Committee may reverse ad hoc committee appointments by a two-thirds majority vote. The Country Chair shall be a member of and attend meetings of the DPCA.
- b) The Country Vice-Chair shall act in the absence of the Country Chair, shall undertake other specific duties as the Country Chair may direct, and shall be a member of and attend meetings of the DPCA.
- c) The Country Secretary shall maintain a list of members of DA India as may be prescribed from time to time by the DPCA, record and maintain minutes of all meetings of DA India, the Executive Committee, and of the Chapters and shall keep all files and administrative and archival records of DA India. All such files and records shall be available for inspection by any Country-wide Officer or Officer of the DPCA, and their representatives.
- d) The Country 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 any reporting as required by law. The Country Treasurer, Country Chair and Country Vice-Chair shall have signature power over any bank account or other financial accounts opened by DA India; such signature power shall require the signature of any two of the foregoing for the disbursement of sums above the amount set from time to time by Standing Resolution of the Executive Committee.
- e) The Country Counsel shall be responsible for managing all compliance activities, advising or seeking the assistance of outside legal advisors on all matters of legal and regulatory nature, including laws and regulations applicable to DA India in India and the United States, and liaising with the International Counsel of Democrats Abroad as necessary, and shall act as parliamentarian at all meetings of DA India, unless absent or excused therefrom.
- f) DA India's DPCA Voting Delegation consists of those persons who have been elected to represent DA India within the DPCA, and who hold the right to vote in the DPCA. These persons are the Country Chair, the Country Vice-Chair, and, if applicable, DPCA Voting Representative(s). No person voting for DA India at the DPCA shall carry more than one (1) vote, excluding any proxy votes allowed by the DPCA Charter. DA India shall be required to elect at least the minimum number of Voting Representative(s) necessary to enable DA India's DPCA Voting Delegation to cast all its votes on DPCA matters. Such election(s) shall be held at the same time as the election of a Country Committee's Chair and Vice Chair. If DA India requires more than one (1) Voting Representative to meet its DPCA obligations, gender balance shall apply. The term of a Voting Representative shall be the same as for Officers of the Country Committee. The participation and rights of the DA India Voting Representative(s) in international DA meetings is set forth in the Democrats Abroad charter. DA India DPCA Voting Representative(s) may be elected to other positions within DA India except Country Chair or Country Vice-Chair.

Section 4.7 All Officers of DA India shall serve until their successors are elected. Neither the Country Chair nor the Country Vice-Chair of DA India, unless specific permission is given by the DPCA, may

serve more than two (2) consecutive terms, nor may any Chapter Chair serve more than two (2) consecutive terms.

Section 4.8 Upon the resignation of an Officer, the vacancy shall be filled by a majority vote of Executive Committee members present and voting at the next meeting of the Executive Committee. Upon the removal of an Officer or Chapter Chair pursuant to Article IX, the vacancy shall be filled by a majority vote of Executive Committee members present and voting at the next Executive Committee meeting. The appointed replacement shall serve until the next regularly-scheduled election for DA India officers.

Section 4.9 The Country Chair or the Executive Committee, with majority approval, may appoint a Chair for Voter Registration, Communications, and/or for New Chapter Development, or for Fundraising or Programs. Any Chair so appointed shall take part in meetings of the Executive Committee, and shall be considered an Officer for the purposes of these Bylaws, but shall not have the right to vote. The Chair for Voter Registration shall coordinate voter registration activities on behalf of the full country team. The Chair for Communications shall coordinate email, website, and newsletter communications with membership. The Chair for New Chapter Development shall be responsible for increasing membership in areas of India for which there is no city Chapter.

ARTICLE V – EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1 The Executive Committee shall have the general responsibility for the affairs of DA India between Annual General Meetings and shall act as its steering committee. It shall meet and advise the Country Chair on a frequent basis. It has the right to review and approve the activities of the Officers of DA India as well as of the various Chapters, to approve the appointment of specifically-tasked Chairs, to form subcommittees and to review their activities, to authorize budgets and approve any expenditures in excess of an amount set by the Executive Committee 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 India. The Executive Committee may, by a two-thirds majority, overrule decisions of all officeholders and committees of DA India.

Section 5.2 The 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 Voting Representative(s),
- f) each Chapter Chair.

Section 5.3 The Country Chair or any two (2) voting members of the Executive Committee can call for a meeting of the Executive Committee at any time. At least one (1) week's notice shall be given unless the Country Chair otherwise determines and no two (2) voting members promptly object.

Section 5.4 All meetings of the Board, the Executive Committee, the Standing Committees and ad hoc committees (if any) shall be open to all members of DA India.

Section 5.5 Meetings of DA India may be held in-person, by telephone, videoconference, or such electronic means as the Executive Committee may deem appropriate.

Section 5.6 For the purposes hereof, a quorum shall be determined as follows:

- (i) for meeting of the membership, at least 4 members in attendance;
- (ii) for meetings of the Board, at least 2 members in attendance, of the Executive Committee, 2 members in attendance, and of a Standing Committee or any ad hoc committee, one-half of the members of such committee.

Section 5.7 All meetings shall be conducted in accordance with the edition of Robert's Rules of Order specified by the latest DA Charter as of the date of the meeting.

ARTICLE VI – CHAPTERS

Section 6.1 Chapters shall be duly recognized from time to time by the Executive Committee.

Section 6.2 From time to time the Executive Committee shall adopt Standing Resolutions for the governance of the Chapters.

Section 6.3 Membership in a Chapter is open to any American citizen of voting age who has joined DA India in accordance with Section 3.1 who is resident in the Chapter city or its region, or to any member of DA India who requests and is approved by the Country Chair to be included in a chosen Chapter city.

Section 6.4 Each Chapter shall be headed by a Chapter Chair, elected by majority vote from amongst the membership of the Chapter at an Annual Chapter Meeting to be held prior to but not more than sixty (60) days in advance of the Annual General Meeting of DA India for such year. Chapter meetings for other purposes may be held at any time. Chapters may also elect Chapter coordinators such as Chapter Secretary or Chapter Treasurer at the same time as the Chapter Chair. The Chapter Chair is the only country-wide Officer and the sole Chapter representative on the DA India Executive Committee.

Section 6.5 The Chapters shall be recognized only for the internal purposes of DA India and are an integral and integrated part of DA India. They shall be subject to and operate solely in accordance with these Bylaws and with such Standing Resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of the DPCA. They shall have no bylaws of their own. They shall not operate any separate bank accounts. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of DA India.

Section 6.6 The Chapter Treasurer shall be subject to the supervision of the Country Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US Federal laws governing campaign finance. The use and expenditures of funds shall be determined pursuant to prior ad hoc agreements reached between the Chapter and the Executive Committee (or the Country Chair if a decision is required prior to the next Executive Committee) and /or Standing Resolutions. In no event shall the expenditure of funds be agreed to or any funds be disbursed by the Chapter without the prior consent of the Chapter Chair and Country Treasurer.

Section 6.7 To qualify as a Chapter a new group must have at least fifty (50) members, all of whom shall be resident in a given city and the contiguous area surrounding it, and have convened four (4)

meetings with attendance of at least fifteen (15) persons, over a period of no more than six months. Established Chapters shall every year at a minimum convene one Annual Chapter Meeting during which the Chapter Chair and coordinators shall report out to membership on the activities and status of the Chapter, plus one general membership meeting. Chapters consisting of members of DA India may be recognized or dissolved by a two-thirds vote of the Executive Committee present and voting.

Section 6.8 A meeting of a chapter shall be quorate if at least ten (10) members are present in person, other than election meetings, where a quorum shall consist of the lesser of thirty (30) members or one-third of the members.

ARTICLE VII – MEETINGS GENERALLY

Section 7.1 The meetings of the Executive Committee, the Nominations Committee, all Standing Committees and ad hoc committees may be held in person or by telephone, video-conference, internet-conference or other means.

Section 7.2 All business meetings of the Board, the Executive Committee, the Chapters and the General Membership shall be open to all members of DA India

Section 7.3 At least one (1) Annual General Meeting of the general membership of DA India shall be held every year between January 1 and June 30, and every effort shall be made to provide full and widespread notice of the time and place of the meeting, including but not limited to providing written notice by mail or electronic means to all members of DA India. Notice of AGMs must be provided to the DA India membership through official channels (e.g. membership database email blasts) at least 21 days before the date of the AGM. The general membership meetings shall be hosted by different Chapters of DA India on a movable basis as determined by the Executive Committee. No Chapter may host two (2) general membership meetings in a row. At the Annual General Membership Meeting a report of the activities of the Executive Committee and Chapters shall be presented along with such other reports as the Executive Committee may deem appropriate. The Executive Committee may call for such other general membership meetings as it deems appropriate.

Section 7.4 All meetings of DA India 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 applicable Standing Resolutions or rules adopted by the Board or Executive Committee; and the latest edition of Robert's Rules of Order.

Section 7.5 Voting in all meetings, except elections, may be by show of hands, roll call, written ballot or other electronic means and in all events shall be open and may not be secret and, if in written format, must be signed either physically or electronically in order to permit identification of the person voting.

ARTICLE VIII – PROXY VOTING

Section 8.1 The use of proxies shall be permitted at general membership meetings of DA India 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 IX – RESIGNATION/REMOVAL FROM OFFICE

Section 9.1 Any DA India office-holder may resign by written notice to the Country Chair or Vice-Chair.

Section 9.2 After notice and opportunity for hearing and upon grounds found by two-thirds of the Board present and voting to constitute good and sufficient cause, the Board may remove any member of DA India from membership in DA India and/or any office that such person may hold in DA India (including without limitation any elected office). Pursuant to the Bylaws of Democrats Abroad, any member or office-holder of DA India may also be removed by the DPCA.

ARTICLE X – AMENDMENTS

Section 10.1 These Bylaws may be amended by the general membership of DA India with a majority of two-thirds of those present and voting at an Annual General Meeting, or by a three-fourths vote of the Executive Committee of DA India. Amendments to these Bylaws at the Annual General Meeting may be suggested to the Country Chair by any member. The Bylaws may also be amended if one member of the general membership with the support of one member of the Executive Committee proposes an amendment to the membership of DA India during the course of the year, and that proposed amendment is then approved by two-thirds of the membership that votes on it through open ballot. Such voting may take place electronically or by post, but it must comply with all of the Democratic National Committee's open voting requirements.

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