

BYLAWS OF DEMOCRATS ABROAD JAPAN

Amended as of June 9, 2019)

ARTICLE I: NAME

This organization shall be known as Democrats Abroad Japan (herein referred to as DAJ).

ARTICLE II: PURPOSE AND RELATION TO DEMOCRATS ABROAD

Section 1: The Democratic Party Committee Abroad (the DPCA or simply Democrats Abroad) is recognized by the Democratic Party of the United States (the 'Democratic Party') as the official organization representing American Democrats who reside outside the United States of America. DAJ is in turn recognized by Democrats Abroad as a Country Committee within Democrats Abroad representing American Democrats who reside in all parts of Japan.

Section 2: The purposes of the organization shall be to advance the interests and ideals of the Democratic Party and of Democrats Abroad, as stated in the Charter of the Democratic Party (Article 9, Section 17) and the Bylaws of Democrats Abroad, and to provide for appropriate action by its supporters residing in Japan.

ARTICLE III: MEMBERSHIP

Section 1: Members must be citizens of the United States, of voting age by the next federal election subsequent to joining, who subscribe to the principles of the Democratic Party and of Democrats Abroad and are resident in Japan. Qualifying US citizens who join DAJ are automatically members of Democrats Abroad and vice versa.

Section 2: To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in Japan shall be represented within the organization.

Section 3: DAJ shall not discriminate against any individual(s) for any reason including but not limited to: sex, race, religion, ancestry, national origin, age, economic status, ethnic identity, disability, military status, SOFA status, veteran status, ex-pat status, or sexual orientation.

Section 4: No fees, dues, or past voting record shall be required as a condition for membership.

Section 5: To join DAJ, a prospective member must complete the DPCA online membership application form made available at the Democrats Abroad website. An active email address is required to insure, at a minimum, a member's right to vote in DAJ elections and for membership verification. A member may limit other communication from DAJ.

Section 6: By becoming a member of DAJ, each member of the organization consents to the delivery of their name and all other information contained on the membership list of the organization to the DPCA for such lawful use thereof as the DPCA shall make from time to time

Each member has the right to inspect and correct their own membership data as maintained in the

membership records. Membership records shall otherwise be kept confidential and shall not be open to inspection except by the DAJ Executive Committee and persons authorized by it, such as Chapter Secretaries for their Chapter membership. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement.

Membership records shall be maintained by the DAJ Secretary and authorized Chapter Secretaries in such a manner to protect the information therein, pursuant to applicable data security laws. No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, or Democrats Abroad, or Democrats Abroad Japan. No candidate for any office may use or access the membership database for the purposes of campaigning for office or soliciting votes or proxies. Members agree to be contacted for the purposes of voting and membership verification.

ARTICLE IV: CESSATION OF MEMBERSHIP

Section 1: Any member shall cease to be a member if they no longer meet the qualifications of a member, or notify the DAJ Chair or Secretary or Chapter Chair of their resignation. Any such former member may be reinstated on the same conditions as a new member.

Section 2: A member who, by their actions, demonstrates that they no longer subscribe to the principles of the Democratic Party and of Democrats Abroad may be excluded from membership by a two-thirds (2/3) vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has had reasonable notice (no less than thirty (30) days) of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.

ARTICLE V: NATIONAL OFFICERS

Section 1: The elected National Officers of DAJ shall be: Chair, Vice-Chair, Secretary, Treasurer and Counsel. The Chair and Vice-Chair shall not be of the same sex.

- 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, shall establish the agenda of such meetings, and shall have responsibility for all activities approved by the organization. The Chair shall sit ex-officio on all committees and subcommittees of the organization including Standing Committees, with full voting privileges. The Chair is responsible for ensuring that a General Meeting shall be held each year. The Chair shall be responsible for ensuring DAJ is in compliance with the requirements to be recognized as a Country Committee by DPCA (DA Charter Section 5.4). The Chair shall be a DPCA voting representative with one vote.
- b) In the absence of the Chair, the Vice-Chair shall call and preside at meetings of members and of the Executive Committee. The Vice Chair shall serve as the liaison to Chapters and Chapter Officers. The Vice Chair shall chair the Advisory Board meetings. The Vice Chair shall be a DPCA voting representative with one vote. The Vice-Chair shall have such other duties, as the Chair shall define.
- c) The Secretary shall maintain a current database of members including a list of members of the organization and containing the name, mail and e-mail addresses, telephone and fax numbers, U.S. voting district/State and such other information as the DPCA may from time

to time require, minutes of all meetings, and all files and administrative records of the organization. The minute books shall be open for inspection by members. The Secretary shall be responsible for communication with the DAJ membership and shall maintain privacy of the membership in accordance with applicable privacy and data protection laws. The Secretary shall be a DPCA voting representative with one vote.

- d) The Treasurer shall manage the finances of the organization, prepare and maintain the organization's financial reports to the National Officers and Chair, and to the membership at the General Meetings, prepare and maintain such financial reports as may be required by law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission). The Treasurer shall be a DPCA voting representative with one vote.

e. The Counsel shall provide consultation for the Executive Committee and other officers on legal and procedural questions relating to DAJ and its activities. The Counsel shall consult with the International Counsel of Democrats Abroad from time to time on emergent matters, including notably questions on voting issues and financial record keeping.

Section 2: Appointed National Officers

- a) The Chair may appoint and remove up to three (3) non-voting Assistant Officers or Honorary Officers, having such duties, as the Chair shall designate, subject to ratification by the National Officers at the following meeting of the Executive Committee.

Section 3: Other Elected Positions

- a) DPCA Voting Representative(s): The Charter of Democrats Abroad (Articles 2 and 3) and the DNC provide for participation of DA Japan and other Country Committees in certain conventions, meetings and candidate and policy selection. Under the DA Charter, voting rights for DAJ are allocated to the Chair, Vice Chair, Secretary and Treasurer, and voting representative(s) as needed to fully represent DAJ. The number of votes allocated to DAJ is based on a calculation made by the Executive Committee of Democrats Abroad pursuant to Section 5.4 of the Charter of Democrats Abroad. Democrats Abroad Japan shall allocate votes in compliance with the one person, one vote policy of Democrats Abroad. Voting Representatives shall be elected by the membership at the same time as national officers and under the same rules.
- b) Members-at-Large: Members-at-Large are elected representatives from defined areas within Japan that do not have sufficient membership to have an active Chapter. The current areas are Eastern/Northern Honshu, Western/Southern Honshu, Hokkaido, and Shikoku, and Kyushu/Okinawa. These areas may be redefined by the NEC prior to each national election up to a maximum of five such areas.

Members-at-Large shall be elected by the membership of that region at the same time as national officers are elected and under the same rules.

Section 3: Diversity

To the greatest extent possible the full spectrum of DAJ membership shall be encouraged to run for elected National Officer positions and diversity will be a factor in the selection of appointed National Officers.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1: The governing body of DAJ shall be the Executive Committee of DAJ, composed of the Chair, Vice-Chair, Secretary, and Treasurer. The Counsel shall serve as a nonvoting member of the Executive Committee, except in the event of a tie vote of the Executive Committee in which case the Counsel shall vote to break the tie vote.

Section 2: 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. Any two members of the Executive Committee may call a meeting of the Executive Committee.

Section 3: Reasonable efforts shall be made to hold all Executive Committee meetings on weekends in order to promote maximum opportunity for attendance by people residing anywhere in Japan. The Executive Committee may act in meeting by telephone, video conference, in person, or other electronic or written means.

Section 4: Meetings of the Executive Committee shall be open to all members of the organization. Unless otherwise stated in these Bylaws, decisions made and actions taken by the Executive Committee shall be by simple majority vote by those members of the Executive Committee present at a meeting.

ARTICLE VII: THE ADVISORY BOARD

Section 1: The Advisory Board shall serve as a mechanism to formalize input from the membership throughout Japan. The Advisory Board 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 Advisory Board may be called by one-third (1/3) of the Advisory Board. The Chairs of the Standing Committees, Active Chapters, and Chapters in Formation shall be ex- officio members of the Advisory Board.

Section 2: The DAJ Advisory Board shall be composed of the Executive Committee (Chair, Vice-Chair Secretary, Treasurer, Counsel to the Executive Committee), and up to five (5) Members-at-Large elected by region from among the eligible members of the organization. The five (5) Members-at-Large shall each represent a specific region: currently Hokkaido, Eastern/Northern Honshu, Western/Southern Honshu, Shikoku, and Kyushu/Okinawa.

Section 3: Only members of the Executive Committee and the Chairs of Active Chapters are entitled to vote at Advisory Board Meetings, provided, however, the Counsel shall be entitled to vote in the event of a deadlock amongst the voting Advisory Board members.

Section 4: Reasonable efforts shall be made to hold all Advisory Board meetings on weekends in

order to promote maximum opportunity for attendance by people residing anywhere in Japan.

Section 5: As necessary, the Executive Committee may convene during an Advisory Board meeting.

ARTICLE VIII: COMMITTEES

Section 1: DAJ shall have the following Standing Committees: GOTV, Membership/Outreach, Events, Fundraising, and Communications/Social Media.

Section 2: The Chair may create or dissolve one or more ad hoc committees, with such functions and responsibilities, as the Chair shall designate.

Section 3: The Chair shall appoint or remove the chairs of the Standing Committees and the ad hoc committees (if any), subject to ratification by the Executive Committee at the next meeting of the Executive Committee following such appointments or revocations. The membership of each such committee shall be selected by the committee chair after consultation with the Chair.

Section 4: The terms of all Committee Chairs shall automatically expire upon the election of a new Executive Committee.

ARTICLE IX: CHAPTERS

Section 1: The Executive Committee of DAJ may duly recognize Chapter committees from time to time. To qualify as an Active Chapter, a group must have at least fifteen (15) members all of whom shall be resident in a given city and/or the contiguous area immediately surrounding it or upon such other criteria as determined in the DAJ Chapter Guidelines. To qualify as a Chapter in Formation, a group must have at least three (3) members all of whom shall be resident in a given city and the contiguous area immediately surrounding it or upon such other criteria as determined in the DAJ Chapter guidelines.

Section 2: Chapters may be recognized by a two-thirds (2/3) vote of National Officers present and voting. Chapters may be dissolved by a two-thirds (2/3) vote of National Officers present and voting or voluntarily by the Chapter Leadership.

Section 3: From time to time the Executive Committee shall adopt Guidelines for the governance of the Chapters. Such Chapter Guidelines will address issues such as Chapter election process, budget issues, and operational funds of Chapters.

Section 4: Membership in a Chapter is open to any US citizen of voting age who has joined DAJ in accordance with Article III, Section 1 and is resident in the Chapter city or its region or upon such other criteria as determined by the Executive Committee for the recognition of Chapters. Members of DAJ not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the National Chair.

Section 5: Each Chapter shall be headed by a Chapter Chair elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance with Chapter Guidelines in the first half of odd numbered years. The Chapter Chair may appoint a Vice-Chair, Chapter Secretary, and a Chapter

Treasurer from the Chapter membership. Chapter Chairs and Vice-Chairs must not be of the same sex. Chapter Elections should be in line with the Nominations and Elections procedures as outlined in Article XI of these Bylaws.

Section 6: Chapters shall be recognized only for the internal purposes of DAJ and are an integral and integrated part of DAJ. They shall be subject to and operate solely in accordance with these Bylaws and Chapter Guidelines as well as the Bylaws of the Democrats Abroad and its Standing Resolutions.

Section 7: Chapters shall be governed by these Bylaws. Recognized Chapters shall receive funds from the National Executive Committee in accordance with DNC and IRS rules and regulations, and these bylaws and not maintain 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 presented to the National Treasurer. Chapters have the right to receive funding from the National Executive Committee in accordance with DAJ monetary guidelines.

Section 8: Discretionary funds for Active Chapter daily expenses and operations shall be established by the Executive Committee. The leadership of Chapters in Formation may request funds or other resources as necessary from the Executive Committee.

Section 9: Any Chapter Treasurer/Chair shall be subject to the supervision of the National Treasurer and the Chapter Chair and shall at all times abide by the Chapter Guidelines, these Bylaws, the Bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance.

ARTICLE X: TERMS

Section 1: The National Officers, Chapter Chairs and Members-at-Large shall be elected every two (2) years in odd-numbered years, and elections shall be held in the first half of the year, no later than June 30, by a signed, balloted vote. Ballots can be distributed electronically and must be returned as identified in Article XI and in accordance with election dates set out by the Nominations and Election Committee (as defined below). No National or, Chapter Officer, nor any Members-at-Large can serve more than two (2) consecutive terms in the same office.

Section 2: The terms of all incumbent National and Chapter Committee Chairs shall automatically expire upon the first Executive Committee meeting after the election of the National and Chapter Chair, respectively. At that meeting, Chairs of the Standing Committees may be reappointed or changed by the new Chair.

Article XI: NOMINATIONS AND ELECTIONS

Section 1: Democrats Abroad Japan's nomination and election process shall follow the most current election procedure authorized by the DPCA (Democrats Abroad Country Committee Election Procedures: DA-CCEP). Those current procedures are attached as reference.

Section 2: Any Member-at-Large, Voting Representative or member of the Executive Committee may be removed from office by a vote of two-thirds (2/3) of (i) those present at a duly convened meeting of the general membership, respectively or (ii) those voting in a duly organized vote by mail, fax or electronic ballot on the question. Such action shall be made following notice to

the officer, voting representative, or member-at-large of such removal and after providing an opportunity for a hearing concerning the grounds for removal.

Such hearing shall provide the officer or member-at-large an opportunity to present arguments against such removal.

Section 3: If the position of Chair becomes vacant for whatever reason, the Vice-Chair shall succeed to the office of Chair and elections shall be held to fill the office of Vice-Chair in accordance with Articles XI.

ARTICLE XII: VACANCIES

Section 1: A vacancy among the National Officers, Chapter Chairs or members of the Advisory Board Committee shall exist when such member has (i) resigned or ceased to reside in Japan or (ii) has been removed pursuant to the procedures referred to in Article XI, Section 2.

Section 2: Any vacancy, except for the position of Chair as described above, shall be filled by appointment by the Chair with approval from the Executive Committee, no less than thirty (30) days and no more than sixty (60) days from the date of the vacancy. Until such vacancy is filled, the National Chair may appoint at the Chair's discretion a member to fill the vacancy on a temporary basis. Any member appointed to replace a vacancy shall serve only until the next regularly scheduled election pursuant to Article XI. A person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.

Article XIII: MEETINGS

Section 1: A General Meeting shall be held each year. General Meetings shall be announced no less than thirty (30) days prior to the date fixed for the meeting. Minutes of the General Meeting shall be circulated to the membership within thirty (30) days of said meeting. Minutes may be sent out via mail, posted on the DAJ site, and/or by any other means, approved by the Executive Committee, which will reach the membership, as noted above.

Minutes of the previous General Meeting shall be re-circulated to the membership no less than thirty (30) days in advance of the meeting. Members shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, and (ii) such other business as the Chair shall deem appropriate or has been added to the agenda pursuant to Article XIII, Section 7. An Agenda will be provided to the Members prior to the meeting, if practicable.

Section 2: Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) one-third (1/3) of the Executive Committee; or (iii) ten percent (10%) of the membership.

Section 3: All meetings of the membership, the Executive Committee, Advisory Board, Standing Committees, ad hoc committees (if any), and Chapters shall be open to the membership and conducted in accordance with these Bylaws.

Section 4: Full participation

- a) Meetings of DAJ may be held in person, by telephone, video conference, or such electronic

means whenever technically and economically feasible as the Executive Committee may from time to time approve by a three-fourths (3/4) majority.

- b) In order to permit an adequate means of open debate and participation measures shall be taken by the Executive Committee and Advisory Board for remote access to all meetings of the DAJ to those entitled to participate, including, but not limited to General Meetings, meetings of the Executive Committee and meetings of the Advisory Board. To ensure such full participation, any technically and economically feasible audio, visual and/or Internet call-in options shall be made available to those residing outside the area where meetings are held.

Section 5: For the purposes hereof, a quorum shall be determined, as follows:

- a) For meetings of the general membership, at least twenty (20) members;
- b) For meetings of the Executive Committee, Advisory Committee, Standing Committees or any ad hoc committee, one-half plus one member of the members of such committee;
- c) For meetings of a Chapter, at least five (5) members present in person, other than election meetings, where a quorum shall consist of fifteen (15) members or one-third of the members whichever is the lesser.
- d) Proxies do not count toward a quorum.

Section 6: If the Chair fails to call a meeting in a timely manner for whatever reason, at least 2 other Executive Officers may call the meeting.

Section 7: Any member in good standing may submit an item of business in writing for inclusion on the agenda of a meeting of the membership.

Inclusion of the proposed item of business on the agenda requires approval from one of the sources listed below in the following order of priority until approval is obtained:

First, the Chair;

Second, two (2) Executive Committee members;

Third, the Advisory Board for comment, and a vote for approval by the Advisory Board; and

Fourth, not less than twenty-five (25) DAJ members.

Upon approval, the item of business will be included in the agenda distributed to the membership prior to the meeting.

Section 8: All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE XIV: APPLICABLE AUTHORITY

The activities of DAJ shall be governed by (i) these Bylaws as amended from time to time and such rules as the Executive Committee may enact from time to time pursuant thereto, (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party as amended from time to time and such rules and regulations as Democrats Abroad and/or the Democratic Party shall adopt from time to time. In the event of a conflict between (A) these Bylaws and the rules referred to in sub clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub clause (ii) of the previous sentence, the documents, rules and regulations of sub clause (ii) shall prevail.

ARTICLE XV: AMENDMENTS

Section 1: These Bylaws may be amended by the general membership of DAJ by a two-thirds (2/3) vote of the members voting.

Section 2: The Executive Committee shall distribute proposed amendments to the Bylaws and any supporting documents to the membership electronically and allow at least three (3) weeks for discussions among members and with the Executive Committee. A final version of the proposed amendments shall be created for distribution to the membership along with a ballot on the final version of the proposed amendments. The National Chair shall call for a general meeting for voting on any amendments, or at the Annual General meeting. The election date shall be set no sooner than two (2) weeks and no longer than four (4) weeks after the amendments and ballots are distributed to the membership. Ballots may be submitted by mail, fax or email in addition to being voted on at the general meeting called for that purpose.

DEMOCRATS ABROAD JAPAN

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