



DEMOCRATS ABROAD

DEMOCRATS ABROAD VIETNAM (DAVN) BYLAWS

Adopted March 2008

As amended on 16 November 2019

ARTICLE I. NAME

These Bylaws govern an organization having as its name Democrats Abroad Vietnam (hereinafter “DAVN.”)

ARTICLE II. PURPOSE AND RELATIONSHIP TO DEMOCRATS ABROAD

2.1 Country Committee

DAVN is a constituent member of the Democratic Party Committee Abroad (DPCA) as a Country Committee within Democrats Abroad.

2.2 Purpose

The purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (the “Democratic Party”) and of Democrats Abroad as stated in the Charter of the Democratic Party (§17) and the Bylaws of Democrats Abroad, and to provide a platform for appropriate action by its members and supporters who reside in Vietnam.

ARTICLE III. MEMBERSHIP

3.1 Membership Requirements

Individuals who wish to join DAVN must meet all of the following qualifications: (i) be a citizen of the United States; (ii) be of voting age, meaning having attained eighteen years of age by the next federal election subsequent to joining; (iii) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad; and (iv) have their principal place of residence in Vietnam. Membership in DAVN automatically results in membership in Democrats Abroad. No fees or dues or past voting record shall be required as a condition of membership.

3.2 Application Process for Membership

To join DAVN, a prospective member must complete the DPCA on-line membership application form made available at the Democrats Abroad international website, i.e.: <http://www.democratsabroad.org/join>

3.3 Consent to Personal Data Use

By becoming a member of DAVN, the member explicitly consents to the delivery of his/her name and all other information contained on the membership form to the DPCA for such lawful use thereof by the DPCA.

3.4 Validation of Personal Data

Each member has the right to inspect and correct his/her own membership data as maintained in the DPCA membership database.

3.5 Limitations on Use of Personal Data

Membership records shall be kept confidential, and they shall not be available to any person other than members of the DAVN Executive Committee, DPCA, or DAVN members with designated responsibility in connection with elections or database management. 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 DAVN. 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.

3.6 Membership Database Maintenance

Membership records shall be maintained by the DAVN Secretary in a manner consistent with DPCA requirements and applicable data security laws. A validated and up-to-date membership database shall be submitted to the appropriate officers of the DPCA no later than January 31 of each year, or at a date communicated by the International Secretary, in such form and format as the DPCA shall require.

3.7 Cessation of Membership

Any member shall cease to be a member if he/she no longer maintains his/her principal residence in Vietnam. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the DPCA Country Committee Election Procedures. A member may also notify the Chair, the Secretary, or the DPCA in writing that the member wishes to resign from DAVN. A former member may be re-instated under the same conditions as a new member.

3.8 Removal of Membership

A member who, by her/his actions, demonstrates that she/he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be removed from membership by a two-thirds (2/3) vote of the members of the Executive Committee; provided that such vote may only be taken at a meeting of the Executive Committee, after the member has received at least 30-days advance written notification by the Executive Committee of the Executive

Committee's intention to remove the member and has had reasonable opportunity to contest the proposed action by the Executive Committee. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal hearing is conducted in a fair manner. A member so removed may appeal the decision of the Executive Committee at a general meeting of DAVN members held pursuant to Article X.

ARTICLE IV. COUNTRY-WIDE OFFICERS

4.1 Members of the Executive Committee

The DAVN Executive Committee shall be composed of the elected Officers (Chair, Vice-Chair, Secretary, Treasurer, Counsel), and two Members-at-Large. DPCA Voting Representatives and the chairs of the Standing Committees and Ad Hoc Committees shall be observer members of the Executive Committee without voting privileges.

4.2 Gender Balance

Following Democratic Party and DPCA policy, the Chair and the Vice-Chair shall not be of the same sex. If DAVN has more than one (1) DPCA Voting Representative, then gender balance shall apply as defined in the DPCA charter. 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.

4.3 Responsibilities of the Chair

The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establish the agenda of such meetings, and shall be responsible for carrying out the programs, policies, and activities approved by the organization. The Chair shall be responsible for ensuring the organization is in compliance with host-country laws and regulations. The Chair may appoint such ad hoc committees as necessary for the execution of the activities of DAVN, with two-thirds (2/3) approval of the Executive Committee. The Chair shall sit ex-officio on all committees and subcommittees of the organization, including Standing Committees, with full voting privileges. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee. The Chair shall be a member of and attend meetings of the DPCA.

4.4 Vice-Chair

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 may have such other duties as the Chair shall define. The Vice-Chair shall be a member of and attend meetings of the DPCA.

4.5 Secretary

The Secretary shall maintain a current list of members of the organization, keep the minutes of all meetings, and all files and administrative records of the organization. The minutes of all meetings shall be made available to all DAVN members without undue delay.

4.6 Treasurer

The Treasurer shall manage the finances of the organization, maintain its financial reports to members, and make and maintain such financial reports as may be required by law. All such records shall be available for review and comment by DAVN 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). If DAVN has an organizational financial account, the Country Treasurer, Country Chair and Vice Chair shall have signature power over any bank account or other financial accounts opened by DAVN; such signature power shall require the signature of any two of the foregoing above the amount set from time to time by Standing Resolution of the Executive Committee.

4.7 Counsel

The Counsel shall be available for consultation by the Executive Committee and its officers on legal and procedural questions relating to DAVN and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping. The DAVN Counsel need not be a qualified legal practitioner. The Counsel shall act as parliamentarian at all meetings of DAVN, unless absent or excused therefrom.

4.8 Members-At-Large

The two Members-At-Large participate in the work of the Executive Committee to support the organization by engaging in such projects and committees as needed for the effective functioning of DAVN.

4.9 DPCA Voting Representatives

The DPCA Voting Representative(s), if applicable, shall be nominated and elected at each Annual General Meeting with regular elections. The number of DPCA Voting Representative(s) are allocated to DAVN by the International Secretary as stipulated in the DPCA Charter and are elected to represent DAVN at international meetings and other official DPCA functions. DAVN shall elect at least the minimum number of Voting Representative(s) necessary to enable it to cast all its votes. DAVN DPCA Voting Representative(s) shall be elected in a manner in which gender balance is achieved. DAVN DPCA Voting Representative(s) may be elected to other positions within DAVN except DAVN Chair or Vice-Chair. A DPCA Voting Representative has no voting status on the DAVN Executive Committee unless the DPCA Voting Representative also holds a position detailed in Articles 4.5-4.8.

4.10 DPCA Voting Delegation

DAVN's DPCA Voting Delegation consists of those persons who have been elected to represent DAVN within the DPCA, and who hold the right to vote in the DPCA. These persons are the Chair, Vice-Chair, and, if applicable, DPCA Voting Representative(s). No person voting for DAVN shall carry more than one (1) vote, excluding any proxy votes allowed by the DPCA Charter.

4.11 Term of Office

All Country-wide officers and DPCA Voting Representatives shall be elected every two years in odd-numbered years at the Annual General Meeting of the organization, which shall be held no later than June 30. They shall be elected for a term expiring upon the election of their successor. No Officer or Member-at-Large can serve more than two consecutive terms in the same position.

4.12 Expiration of Term

The terms of all incumbent Officers and Committee Chairs shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

4.13 Removal for Non-Attendance

Any Officer or Member-at-Large who misses three consecutive, regularly called meetings of the Executive Committee may be removed from office by a two-thirds (2/3) vote of the entire Executive Committee at a duly convened meeting at which the question of such removal is on the agenda sent out at least 30-days in advance and at which the Officer or Member-at-Large is given due opportunity to contest the removal and explain the reasons for her/his absence.

ARTICLE V. EXECUTIVE COMMITTEE RESPONSIBILITIES

5.1 Schedule of Meetings

The Executive Committee shall meet at least four times a year 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 any two members of the Executive Committee. A quorum of the Executive Committee shall consist of a simple majority of the voting members of the Executive Committee.

5.2 Responsibilities of the Executive Committee

The Executive Committee shall be responsible for the conduct of the affairs of DAVN in accordance with policies of the DNC and the DPCA. The Executive Committee may act in meeting, by telephone, by video conference, by e-mail, or by other written or electronic means. Decisions taken by the Executive Committee shall be by simple majority vote of those present in person or proxy or participating by approved real-time electronic means at any quorate meeting of the Executive Committee; or if such vote is taken by e-mail or other written form, by simple majority of the entire Executive Committee.

5.3 Authority

The Executive Committee shall be empowered to confirm the appointment of Standing Committees and ad hoc committee heads by the Country Chair and review the activities of all Standing Committees and ad hoc committees, authorize budgets and unbudgeted expenditures in excess of limits it sets from time to time and set limits above which double signatures may be required on all bank accounts and other financial accounts. The Executive Committee shall be further empowered to review and supervise the activities of all other groups and committees of DAVN. The Executive Committee may, by a two-thirds majority, overrule decisions of all officeholders and committees of DAVN.

5.4 Code of Conduct

Elected Officers, Members-at-Large, 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.

ARTICLE VI. COMMITTEES

6.1 Standing Committees

DAVN may have the following Standing Committees: Membership, Voter Registration, Events and Programs, Fund-Raising, Bylaws, Platform and Policy, and Newsletter/Communications.

6.2 Ad Hoc Committees

The Chair may create one or more Ad Hoc Committees, with such functions and responsibilities, as he/she shall designate.

6.3 Committee Chair Appointments

The Chair shall appoint or remove the chairs of the Standing Committees and the Ad Hoc committees, which shall be subject to approval at the next meeting of the Executive Committee following such appointment or revocation. The membership of each committee shall be selected by the Committee Chair after consultation with the Chair.

6.4 Expiration of Term

The terms for all Committee Chairs shall automatically expire upon the election of a new DAVN Chair.

6.5 Open Meetings

Meetings of all committees shall be open to all members of the organization. Committee meetings shall be announced in advance to the general membership. Minutes of meetings shall be provided to the Secretary.

6.6 Reporting

All committees shall periodically report on their activities to the Executive Committee. Each committee shall prepare an annual report for distribution to the membership prior to the Annual General Meeting.

ARTICLE VII. CHAPTERS

7.1 Chapters may be duly recognized from time to time by the Executive Committee of DAVN in accordance with Article 7.7.

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

7.3 Membership in a recognized Chapter is open to any American citizen of voting age who has joined DAVN in accordance with Article 3.1 and is resident in the Chapter city or its region. Members of DAVN 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 Chair.

- 7.4 Each Chapter shall be headed by a Chapter Chair, with the assistance of a Chapter Secretary, elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance herewith. The Chapter officers shall be elected in accordance with the procedures outlined in Articles VIII and IX.
- 7.5 The Chapters shall be recognized only for the internal purposes of DAVN. They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. 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 DAVN.
- 7.6 Chapter finances shall be subject to the supervision of the DAVN 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 Chair if a decision is required prior to the next Executive Committee meeting as to each event or publication and subject to approval by the 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 DAVN Treasurer and the Chapter Chair.
- 7.7 To qualify as a Chapter a group must have at least thirty (30) members all of whom shall be resident in a given city and the contiguous area immediately surrounding it. Chapters consisting of members of DAVN may be recognized or dissolved by a two-thirds (2/3) vote of the Executive Committee present and voting.
- 7.8 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 15 members or one-third of the Chapter members.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

8.1 Nominations and Elections Committee

At least two months 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 appointed members. All NEC members shall be subject to the obligations of confidentiality (pursuant to Article 3.5). 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.

8.2 Establishing Voting Procedure

At the meeting approving the appointment of the NEC, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, on the rules and procedures

for the balloting and elections. They shall define proxy and voting procedures and procedures for notifying members of the election process. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via a personally verifiable electronic means (e.g. remote ballots, videoconference participation).

8.3 Nominations Invitation

The NEC shall notify its nominations to the membership no less than 30 days prior to the Annual General Meeting.

8.4 Candidate Presentations

The NEC shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections. The NEC shall ensure adequate distribution of all such information to the membership, including posting on the DAVN website.

8.5 Ballot Preparation and Distribution

If the elections are to be conducted by mail or by electronic processes (e.g. email, web), 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 NEC shall declare his/her candidacy at least 14 days before the annual meeting by a letter, fax or email addressed to the NEC. The NEC, with assistance of the DAVN Secretary or Regional Vice Chair as appropriate, shall send ballots by mail, fax or email to the membership of the organization no earlier than 13 days before the annual meeting and no later than 10 days before such meeting.

8.6 Restrictions on Nominations from the Floor

If the elections are to be held by mail, fax, or email ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filed. If the elections are to be conducted by vote (in person, by videoconferencing, or by proxy), nominations for all positions to be filled may be made from the floor of the Annual General Meeting.

ARTICLE IX. ELECTIONS AND REMOVAL FROM OFFICE

9.1 Election and Counting of Ballots

The NEC shall run the election part of any membership meeting. The Officers and Members-at-Large shall be elected by a simple plurality of votes of (i) the members voting (in person or by proxy) at the Annual General Meeting (or in the case of a vacancy, at the general meeting at which the election is held), or (ii) by written or electronic ballot (e.g., e-mail, web) counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held). Should proxy votes be allowed, each member attending a meeting is limited to carry a maximum of two (2) proxy 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 (if allowed) 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 tie, and if a challenge is raised at the election meeting, then a run-off election date shall be set, allowing at least 15 days for the NEC to hear the complaint and adjudicate the challenge, with a further minimum 7 days for voter notification and ballot distribution. Absentee and proxy ballots (if allowed) may be admitted in such a run-off election.

9.2 No Secret Ballot

In accordance with Democratic Party and DPCA policy, there is no secret ballot voting in DAVN 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 DAVN, 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.

9.3 Removal from Office

Any Officer or Member-at-Large may be removed from office by a vote of two-thirds (2/3) of (i) those present at a duly convened and quorate meeting of the membership or (ii) those voting in a duly organized vote by electronic ballot (e.g., e-mail, web) on the question, subject to the following conditions: (a) Notice of any meeting under this Section must be given in writing to the membership at least 30 days in advance, (b) the Chair or Secretary shall notify the Officer or Member-at-Large in writing at least 30-days in advance, and (c) the Officer or Member-at-Large shall be provided with due opportunity to contest the reasons for her or his removal.

9.4 Vacancy of the Chair

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 Article 9.5 (Elections for Officer Vacancies). Any Vice-Chair succeeding to the office of Chair shall serve only until the election of her or his successor at the next regular election.

9.5 Elections for Officer Vacancies

Any vacancy among the Officers or Members-at-Large of the Executive Committee shall be filled by an election held at the next general meeting of the members of the organization in conformity with Articles VIII (Nominations and Elections) and IX (Elections and Removal from Office) hereof. Until such vacancy is filled by an election, the Chair may make an interim appointment at his or her discretion of a member to fill the vacancy on a temporary basis, subject to approval by the Executive Committee. Any Officer or Member-at-Large elected at an election shall serve only until the next regular election.

9.6 Election Challenges

An election may be challenged by any eligible member. Challenges must be submitted in writing to the NEC within 30 days of the election. The NEC shall hear and adjudicate all election challenges in accord with the DPCA Country Committee Election Procedures and the DPCA Rules of Procedure.

9.7 Election Reporting

The certified minutes of the election meeting shall be reported to the International Secretary and Regional Vice Chair, together with the complete contact information of all elected officers, within 15 days of the election. The election results shall also be promptly reported to the full membership.

ARTICLE X. MEETINGS GENERALLY

10.1 Notice of Meetings

Notice of (i) Annual General Meetings, (ii) meetings at which elections and decisions on removals from office will be held, and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting via the official membership e-mail distribution list and DPCA website. Notice shall be given of other meetings of members (with no less than 14 days written notice) and of the Executive Committee and Standing Committees (with reasonable notice under the circumstances) shall be given via the official membership e-mail distribution list and/or DPCA website, as well as by other means as the Chair shall prescribe.

10.2 Annual General Meeting

An Annual General Meeting of members shall be held no later than June 30 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year; (ii) in election years, the election of the Officers and Members-at-Large; (iii) such other business as the Chair shall deem appropriate; (iv) and other agenda items submitted as per Article 10.8 (Meeting Agenda)

10.3 Other Meetings of the Membership

Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) two (2) members of the Executive Committee, or (iii) the lesser of 10% of the membership, or twenty (20) members who request the holding of a meeting.

10.4 Meetings Open to All Members

All meetings of the membership, the Executive Committee, the Standing Committees, and Ad Hoc Committees (if any) shall be open to the membership and conducted in accordance with these Bylaws (including the provisions in Article 10.1 on notice).

10.5 Manner of Assembly

Meetings of DAVN may be held in person, by telephone, by videoconference, or by such electronic means as the Executive Committee approves by a two-thirds (2/3) majority.

10.6 Constituting a Quorum

A Quorum is required for any meeting to have a valid vote, pass resolutions, or elect officers. For the purposes hereof, a Quorum shall be determined as follows:

(i) for meetings of the membership, the lesser of 10% of the membership, or twenty (20) members;

(ii) for meetings of the Executive Committee, Standing Committees, or any Ad Hoc committee, one-half of the members of such committee, provided that the chair or vice chair of such committee is present;

(iii) a person attending or voting by approved real-time electronic means (e.g. teleconference, videoconference, etc.) shall be counted as in attendance for the purposes of achieving a Quorum, in accordance with Article 9.5 (Manner of Assembly).

(iv) Proxies shall not be counted in determining a Quorum.

10.7 Failure to Call a Meeting

If the Chair fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.

10.8 Meeting Agenda

The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chair in advance by any two (2) members of the Executive Committee; or the lesser of ten percent (10%) of the membership, or ten (10) members. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chair in advance by any two (2) members of the Executive Committee or of the committee, as the case may be.

10.9 Governing by Roberts Rules

Meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, for all procedural matters not governed by these Bylaws, or the Bylaws, rules and regulations of the DPCA.

ARTICLE XI. PROXY VOTING

The use of proxies shall be permitted at general membership meetings of DAVN 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 XII. RESIGNATION OR REMOVAL FROM OFFICE OR DAVN

12.1 Any DAVN officeholder may resign by written notice to the Country Chair or Vice Chair.

12.2 After notice and opportunity for hearing and upon grounds found by two-thirds of the Executive Committee present and voting to constitute good and sufficient cause, the Executive Committee may remove any member of DAVN from membership in DAVN and/or any office that such person may hold in DAVN (including without limitation any elected office). Pursuant to the

Bylaws of Democrats Abroad, any member or officeholder of DAVN may also be removed by the DPCA.

- 12.3 A member of DAVN who shall cease to have her or his principal residence in Vietnam shall be deemed to have resigned from DAVN effective upon her or his change of principal residence.

ARTICLE XIII. RULES APPLICABLE TO THE COUNTRY COMMITTEE

The functioning of the DAVN Country Committee 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 DAVN 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.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DAVN present in person or by proxy at a regularly-constituted and quorate general meeting of DAVN. Written text of any proposed Amendments shall be distributed with the advance notice of the general meeting where such amendments will be discussed or voted upon.