

DEMOCRATS ABROAD MEXICO

By-Laws

Adopted: January 13, 2000
Amended: October 25, 2007
Amended: March 9, 2009
Amended: April 1, 2017
Amended: June 21, 2018

PREAMBLE

The duly constituted Executive Committee of this organization shall take affirmative and pro-active steps at every leadership level and on every committee in a concerted effort to reach out and improve organizational relations and communications with each and every one of its local Chapters throughout Mexico.

ARTICLE I

By signature hereon, the undersigned residents of Greater Mexico do hereby constitute an organization having as its name and title: DEMOCRATS ABROAD MEXICO.

ARTICLE II

The purposes of the organization shall be to advance the interests of the Democratic Party of the United States of America, and to provide for appropriate action by its members and supporters residing in Mexico, and to coordinate and cooperate with other organizations affiliated with Democrats Abroad.

ARTICLE III

Membership in Democrats Abroad Mexico shall be open to all citizens of the United States of America of voting age and residing, either permanently or temporarily, in Mexico, and who subscribe to the principles of the Democratic Party of the United States of America. For the purposes of these by-laws and for wherever the phrase 'principles of the Democratic Party of the United States' appears here, it shall be understood that the principles referred to shall be defined by the Preamble to the Democratic Party Platform as approved by the most recent Democratic National Convention. Subscription to the Party Platform shall not be construed as a commitment to every plank in the platform and members are not bound to particular actions as proposed in the Democratic Party Platform.

ARTICLE IV

Any member shall cease to be a member, if he or she no longer meets the qualifications set forth in Article III or who does not inform either the Secretary or the Chairperson of the Membership Committee in a timely manner of a change of address and/or telephone number. Such ceased memberships may be reinstated on the same conditions as a new member. A member who by her or his actions demonstrates that she or 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 of Democrats Abroad Mexico. A vote to remove a person from membership may be taken only at a meeting of the Executive Committee not earlier than thirty days after the member has received written notice of the meeting and the proposed vote to remove him or her at such meeting. The member must be provided reasonable advance notice of the basis asserted for his or her proposed removal, and a reasonable opportunity to contest the proposed action to remove him or her. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal procedure is conducted in a fair manner. A member, so removed, may appeal the decision of the Executive Committee to the general membership of Democrats Abroad Mexico's Annual General Meeting (AGM), a meeting convened in compliance with these Bylaws at which a quorum is present.

ARTICLE V

The officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel/ Parliamentarian and up to seven Members-at-Large.

The Vice-Chairperson shall be of the opposite gender of the Chairperson.

ARTICLE VI

The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and Executive Committees, and shall have responsibility for all activities approved by the organization

The Vice-Chairperson, in absence of the Chairperson, shall call and preside at meetings of members and of the Executive Committee. The Vice-Chairperson shall have other duties such as the Chairperson shall define.

The Secretary shall maintain a current list of members of the organization, as provided by the Database Committee Chairperson, record and maintain minutes of all meetings and all files, communications and administrative records of the organization. All such records shall be open to inspection by members. The Secretary shall have such other duties as the Chairperson shall define.

The Treasurer shall manage the finances of the organization; maintain its financial reports to members and such financial reports as may be required by law. All such records shall be open to inspection by members.

The Counsel or Parliamentarian shall be available for consultation by the organization or its officers on legal and/or procedural matters relating to the organization and its activities.

ARTICLE VII

The Executive Committee shall be composed of the Chairperson, Vice- Chairperson, Secretary, Treasurer, Counsel or Parliamentarian, Immediate Past President with voting rights, Chapter Representatives (which shall consist of either the Chapter Chairperson or the Chapter Vice-Chairperson) and at least three, but not to exceed seven Members-at-Large elected from the membership. The Chairpersons of the Standing Committees shall be ex-officio members of the Executive Committee. The Executive Committee Chairperson shall be an ex-officio member of all standing committees.

The Executive Committee shall meet at regular intervals and upon call by the Chairperson for the purpose of advising and consulting with the Chairperson on matters of administration.

ARTICLE VIII

The Standing Committees of the organization shall consist of the Voter-Registration Committee, the Fund Raising Committee, the Membership (Data Base) Committee, and the Publicity (Media/Social Media/Communications) Committee. The Chairpersons of these committees shall be appointed by the Chairperson of the organization, subject to ratification by the membership at the next meeting.

The Chairperson of the organization may create one or more committees with such functions and for such period as he or she may designate and appoint or revoke the Chairperson thereof, subject to ratification by the membership at the next meeting. The Chairperson of each committee shall select that committee's members in consultation with the Chairperson of the organization.

Meetings of all committees shall be open to the membership of the organization. Minutes of committee meetings shall be filed with the Secretary of the organization.

ARTICLE IX

The term of office of officers and members-at-large of the Executive Committee shall commence at the annual meeting in each odd numbered year, at which meeting elections will be held and shall hold office until the election of a successor at the next biannual

election, unless removed by reason of disqualification in accordance with Article III or by cause upon a vote of three-quarters of the membership in regular meeting if the best interests of the organization are not being met. This termination shall be presented to the Democrats Abroad Mexico Executive Committee with supporting documentation and formal notification to the committee member.

An officer who by his or her actions demonstrates that he or she no longer subscribes to the principles of the Democratic party of the United States and of Democrats Abroad may be removed from office by a two-thirds (2/3) vote of the members of the Executive Committee of Democrats Abroad Mexico. A vote to remove a person from office may be taken only at a meeting of the Executive Committee not earlier than thirty (30) days after the member has received written notice of the meeting and the proposed vote to remove him or her at such meeting. The officer must be provided reasonable advance notice of the basis asserted for his or her proposed removal, and a reasonable opportunity to contest the proposed act to remove him or her. The Executive Committee shall adopt such rules of procedure, as it deems necessary to ensure that the removal procedure is conducted in a fair manner.

ARTICLE X

Any vacancy in offices or Executive Committee may be filled in an acting capacity by appointment of the organization Chairperson. Such vacancy may be filled by election by the membership at any subsequent meeting. The term of any such defined appointment or election shall conform to Article IX.

ARTICLE XI

Election of officers and/or members-at-large of the Executive Committee shall be by a simple plurality of votes cast by members present in person or by absentee ballot at the meeting in which the election is held. All ballots must be signed by the members and available for inspection by any member at the time of the election.

ARTICLE XII

A provision will be made for "absentee voting" by any member, provided the absentee vote is made by written, faxed, or emailed ballot that is appropriately signed as instructed by the Secretary. Ballots should be made available to the membership no less than 15 days before the election. Absentee votes must be received prior to the meeting in which the election is held and recorded by the Secretary.

ARTICLE XIII

The Nominating Committee shall be appointed by the Executive Committee prior to the end of the fourth quarter of the even numbered year. The Nominating Committee will nominate one candidate for each position. Each nominated person must state in writing that he/she is willing to run for office and fulfill the responsibilities designated. The Secretary will send a notice to all members about the selection of the Nominating Committee and the procedures to be followed. Individual members may also nominate themselves or be nominated by other members and submitted to the Nominating Committee no less than (20) days before the election meeting. The Secretary shall communicate the names of the candidates or self-nominated candidates no less than 14 days before the Annual General Meeting.

ARTICLE XIV

An Annual General Meeting shall be held the first half of each calendar year to receive and act upon the Annual Report of the Chairperson, which report shall include the fiscal accounts of the organization. This annual meeting shall incorporate the election process in the odd number years. Other scheduled meetings shall be held throughout the year at the discretion of the Chairperson. Special meetings for specified cause may be called by the Chairperson, or by written notice to the Executive Committee signed by at least 50 members in good standing.

ARTICLE XV

A quorum for all regular, special or annual membership meetings shall be declared to exist when 2% of the members, or 10 members, whichever is greater of the organization are present; a quorum for Executive Committee meetings shall be declared to exist when a majority of the members of the Executive Committee are present. Any meeting at which a quorum does not exist, or for which due notice has not been given, may conduct no legitimate organization business. These By-Laws do not provide for proxy voting.

ARTICLE XVI

Democrats Abroad Mexico shall cooperate and coordinate to the maximum extent possible with the Democratic National Committee, the Democratic Party Committee Abroad, Democrats Abroad, and any duly constituted Democrats Abroad organization within the Estados Unidos Mexicanos.

ARTICLE XVI (B)

Each duly constituted Chapter of Democrats Abroad existing in the Republic of Mexico will transfer 25% of all net funds generated in each quarter to Democrats Abroad Mexico. Said funds will be payable on or before the first Monday of the following quarter. Said funds will be utilized by Democrats Abroad Mexico for voter registration,

membership, outreach, recruitment, new chapter development, and promotion of civic participation. Funds may be used for travel reimbursement for the Chair, Vice Chair, Outreach Chair, and Voter Registration Chair of Democrats Abroad Mexico in the performance of their duties.

ARTICLE XVII

Democrats Abroad Mexico shall not involve itself as an organization, nor shall any member hereof involve himself or herself in any way, in the internal or external politics of the Estados Unidos Mexicanos in order to ensure compliance with Article 33 of the Constitution of the Estados Unidos Mexicanos, which is ~~that are~~ recognized by this country and government as our host. Members with dual citizenship (Estados Unidos Mexicanos and United States of America) shall not be prohibited by membership in Democrats Abroad Mexico from participation in any legal political activities in Mexico.

ARTICLE XVIII

Amendments, additions, or deletions to these by-laws may only be accomplished by a two-thirds majority vote of the members present in a duly called special or Annual General Meeting. Notice of such amendment, addition or deletion shall be stated in detail and included in the written notice of the meeting.

ARTICLE XIX

Any matter not covered by the above articles will be governed by the current edition of Robert's Rules of Order.

ARTICLE XX

If there is a conflict between a chapter's by-laws and ~~that of~~ Democrats Abroad Mexico's by-laws, the Democrats Abroad Mexico by-laws take precedence.

ARTICLE XXI

The Executive Committee ~~Board of Directors~~ may permit any Officer or Member-at-Large to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all people ~~directors~~ participating may hear each other during the meeting. A ~~director~~ person participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE XXII

~~Voting Electronically:~~ In any election that requires a vote of the members, votes may be

received by email, fax, text, text messaging or similar electronic transmission. The Executive Committee or its designated officer(s) shall be the final arbiter(s) as to whether or not any particular electronic votes or methods of electronic voting are valid.

ARTICLE XXIII

The Executive Committee may, from time to time and in its sole discretion as to content, provide a written protocol outlining appropriate methods and procedures for making emergency or time-sensitive motions, and voting thereon by the Executive Committee, by email or electronic transmissions that occur outside of duly scheduled and noticed Executive Committee meetings.

I, Lawrence E. Pihl, Chairperson of Democrats Abroad Mexico, do hereby certify the above and foregoing By-Laws of Democrats Abroad Mexico, consisting of 7 pages including this page, to be a true and correct copy of the by-laws adopted by said organization at its Annual General Meeting held on January 13, 2000, at the Nueva Posada Hotel/Restaurant in Ajijic, Jalisco, Mexico; and as amended by a two-thirds majority of said organization at its Annual General Meeting held at the Gran Hotel de la Ciudad de Mexico in Mexico City, Mexico, on October 25, 2007; and as amended by a two-thirds majority of said organization at its a special meeting at the Sheraton Terrace Hotel in Puerto Vallarta, Jalisco, Mexico, on March 9, 2009; and as amended by a two-thirds majority of said organization at its Annual General Meeting held at the Hotel Geneve in Mexico City, Mexico, on April 1, 2017; and as amended by a two-thirds majority of said organization at a special meeting held via WebEx on June 21, 2018.

Lawrence E. Pihl, CHAIRPERSON