

Democrats Abroad Canada Bylaws as Approved on 22 January 2019

ARTICLE 1

The following text hereby constitutes the bylaws for the organization having as its name: Democrats Abroad Canada (hereinafter “DACA” or the Organization).

ARTICLE 2 Purpose

2.1 Democrats Abroad Canada is recognized by the Democratic Party Committee Abroad (the "DPCA", also known as "Democrats Abroad"), as a Country Committee within Democrats Abroad.

2.2 The purpose of Democrats Abroad Canada shall be to advance the interests of the Democratic Party of the United States and of Democrats Abroad and to provide for appropriate action by and for its supporters residing in Canada.

ARTICLE 3 Members

3.1 Members must be citizens of the United States, of voting age and residents of Canada who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad.

3.2 The current list of members as maintained pursuant to Article 8 shall be delivered to the appropriate Officers of the DPCA by such deadline as the DPCA may set each year in such form and format as the DPCA shall require.

3.3 A citizen of the United States who qualifies for membership as provided in Article 3.1 becomes a member of DACA when he or she provides his or her name, Canadian address and, if available, email, phone number, U.S. voting state and address and zip code to be recorded on the membership database of DACA.

3.4 In becoming a member of DACA, the member consents to the delivery of his or her name, mail and email address, telephone number(s) and U.S. voting state and address and zip code and other information contained in the membership database of DACA to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in DACA automatically confers membership in Democrats Abroad.

3.5 Diversity and inclusion are important values of the Democratic Party and to the extent possible shall be taken into account in the activities of DACA.

3.6 Any member shall cease to be a member if he or she withdraws from membership or no longer meets the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

ARTICLE 4 ^[SEP]Officers^[SEP]

4.1 The Officers of the Organization shall be the Country Chair, Executive Vice Chair, two (2) additional Vice Chairs, Secretary, Treasurer, Membership Secretary, Counsel and IT Manager. The Executive Vice Chair shall be opposite in gender to the Country Chair. These Officers constitute the Executive Committee of DACA, which shall meet at least quarterly.

The Officers offer an opportunity to broaden representation of the regions of the country. In addition, experience working with the Board or at the national level is an important qualification. Officers are voting members of the Board.

ARTICLE 5 ^[SEP]Country Chair^[SEP]

5.1 The Country Chair shall be the legal representative of DACA and the Chief Executive Officer of the Organization, and shall call and preside at all General Meetings, Special Meetings, Executive Committee Meetings and all meetings of the Board.

The Country Chair shall have Membership responsibility for the day-to-day activities of DACA and for execution of all activities approved and undertaken by the Board. The Country Chair may appoint such *ad hoc* committees as necessary for the execution of the activities of DACA.

The Country Chair shall be a voting member of all Chapters, Standing Committees and committees. The Country Chair shall be a member of and, when feasible, attend meetings of Democrat Abroad Americas Region and the DPCA.

5.2 Access to the Membership Database shall be granted to the Country Chair, the Executive Vice Chair, the Secretary, the Membership Secretary, IT Manager and such other persons as may be authorized by the Country Chair.

ARTICLE 6 Executive Vice Chair

6.1 In the absence of the Country Chair, the Executive Vice Chair shall call and preside at meetings of members, the Executive Committee and the Board. The Executive Vice Chair shall have such other duties as chairing one or more committees, depending on the Executive Vice Chair's experience and preferences. The Executive Vice Chair shall work

with the Country Chair to ensure all responsibilities approved by and on behalf of the Organization are supervised and executed appropriately.

6.2 The Executive Vice Chair shall be a member who is of the opposite gender to the Chair, as per the bylaws of Democrats Abroad and the rules of the Democratic National Committee (DNC).

Additional Vice Chairs

6.3 Due to the geographic size, substantial membership, and the complexity of administering DACA, two additional Vice Chairs shall be elected as Officers of the Board.

6.4 The two additional Vice Chairs shall be elected without consideration of gender. Responsibilities shall be decided among the Officers, but should allow for division of such responsibilities so that the many organizational and policy-making roles are equitably and productively arranged.

ARTICLE 7 Secretary

7.1 The Secretary shall attend and produce minutes for all Board meetings. The Secretary shall maintain all files and administrative records of the Organization. All such records shall be open for inspection by members. Minutes of all meetings shall be sent to the Board once approved by the Country Chair and/or Executive Vice Chair. The Secretary shall schedule all Board meetings. In the case of absence of the Secretary, the Country Chair or Executive Vice Chair shall designate to another Officer the responsibility to attend and produce the minutes.

ARTICLE 8 Membership Secretary

8.1 The Membership Secretary maintains the DACA membership database by responding in a timely manner to member requests for changes, promoting new members and assigning them to chapters, and by using best practices to ensure data integrity, confidentiality, and accuracy. In coordination with the IT Manager, the Membership Secretary participates in the annual DACA membership verification process. The Membership Secretary provides statistical information to the DACA Board as required.

8.2 The Membership Database shall contain such information about each member as may be required by the DPCA such as the name, Canadian mailing and email address, telephone number(s), U.S. voting state and U.S. voting address and zip code and such other information as the DPCA may from time to time require.

ARTICLE 9 Treasurer

9.1 The Treasurer shall manage the finances of the Organization and maintain its financial records. He or she reports to the Board and to DACA members and makes and maintains 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.

9.2 The Treasurer shall prepare and present to the AGM of DACA a Statement of Income and Expenses and a Balance Sheet based on a fiscal year ending December 31.

ARTICLE 10 Counsel

10.1 The Counsel shall be available for consultation by the Board or its Officers on legal and procedural questions relating to DACA and its activities.

Other Voting Members of the Board

ARTICLE 11 Members at Large

11.1 The three (3) Members at Large represent the broader membership and bring to the Organization special gifts and talents, which complement those of the other elected officials on the Board. Members at Large shall be elected at the AGM in accordance with 19.1 below.

ARTICLE 12 IT Manager

12.1 The IT Manager performs as liaison to manage the domain name, institutional email addresses, and security access to the database and bulk emailing system. With the IT Committee, the IT Manager is responsible for the Board list serve, DACA website postings, wiki updates, and development and support of all types of electronic forms. The IT Manager manages the DACA social media sub-committee and other team members to offer technical solutions, training, and best practices to leaders across DACA.

ARTICLE 13 CHAPTER REPRESENTATIVES

13.1 Each chapter that has a Chapter Chair elected biennially in odd numbered years by the chapter membership and which has one hundred (100) or more verified members is entitled to one Chapter Representative ("CR") on the Board, who shall be the Chapter Chair. A chapter which exceeds the following thresholds of verified members shall be entitled to additional CR's:

2,000 verified members = 1 additional CR (Total of 2)

4,000+ verified members = 2 additional CR's (Total of 3)

13.2 If a chapter is entitled to two (2) or more CR's, the additional CR's shall be the Chapter Vice-Chair(s), elected at the biennial chapter AGM at which chapter officers are elected.

Chapter Representatives so chosen shall take office at the next Board meeting following the DACA AGM and shall serve a two-year term.

Non-voting Members of the Board

ARTICLE 14 Interest Group Representatives (IG Representatives)

14.1 In some less densely populated areas, there may not be enough members to meet the required number to form a full chapter; the nearest chapter may be at an unreasonable distance for active participation; or chapters may temporarily lack leadership. In these circumstances, a DACA Interest Group may be formed and is encouraged to have a non-voting representative (IG Representative) participate in Board meetings. IG Representatives are not counted to determine the quorum for Board meetings.

ARTICLE 15 Democratic Party Committee Abroad Voting Representatives (DPCA Voting Representatives)

15.1 The DPCA Voting Representatives shall represent the views of DACA at the international meetings of the DPCA. The number of voting members is based on country membership and other factors and is determined by the DPCA. The Country Chair and the Executive Vice Chair are Voting Representatives by virtue of their offices. All DPCA voting members pledge to attend the Annual DPCA meetings or may timely proxy their vote to another board member or a member of their chapter board.

15.2 The following 12 board members upon election would automatically become DPCA Voting Representatives: Country Chair, Executive Vice Chair, two (2) additional Vice Chairs, Secretary, Membership Secretary, IT Manager, Treasurer, Counsel, and 3 At-Large Members.

To elect the remaining DPCA Voting Reps there will be one slate of female, male and non-binary candidates. Candidates can run for both a Board position and on the DPCA slate.

DA Canada members vote for the Board positions, and for up to 12 on the DPCA slate.

Once the Board positions have been declared elected, two things will happen:

1. The elected names, if also appearing on the slate of DPCA candidates, will be removed.

2. Based on the declared sex distribution of the Board, the candidates with the most votes of each sex will be declared winners such that the DPCA representation is sex balanced. If the number of allowed DPCA reps for Canada is an odd number, the imbalance on the elected DPCA Voting Reps shall be of the opposite sex to the larger sex makeup of the Board. If the number of elected DPCA Voting Representatives is an odd number, the final DPCA Voting Representative position will go to the candidate who received the most votes.

In the event that a DPCA rep cannot fulfill their position, a candidate of the same sex as the departing rep shall be elected as an acting DPCA rep by a vote of the Executive Committee. The candidate shall be selected in voted order from the previous DPCA slate.

In the event of non-binary DPCA Voting Representatives, they shall not be counted for the purposes of gender parity, and the remainder of the delegation shall be equally divided.

ARTICLE 16 ^[L]_[SEP]**Board**^[L]_[SEP] **of Directors**

16.1 The Board shall be composed of the Country Chair, Executive Vice Chair, two (2) additional Vice Chairs, Secretary, Membership Secretary, IT Manager, Treasurer, Counsel, Chapter Representatives as provided by Section 13.1 above and up to three (3) Members at Large. Other voting members of the Board include the Immediate Past Country Chair and any DPCA Officer as provided in 16.3 below. Non-voting members include DPCA Voting Representatives and IG Representatives. Elected Board Members serve a two-year term.

The Board shall be composed of members able and willing to attend meetings in person or by teleconference, and to take responsibility for one committee portfolio, and/or to serve on at least one committee.

16.2 The Board shall meet at regular intervals upon call by the Country Chair for the purpose of consulting with and advising the Country Chair in the administration of the Organization. One-third of the Board members present in person or by telephone or via teleconference shall constitute a quorum for the conduct of business provided the Country Chair or Executive Vice Chair is present. A meeting of the Board may be called by one-third of Board members.

No matter how many offices on the Board a Board member may hold, he or she is only entitled to cast one (1) vote.

16.3 The Immediate Past Country Chair of Democrats Abroad Canada shall serve as an

ex-officio voting member of the Board for one two-year term. Any member of DACA who is also a member of the Democratic National Committee or an International Officer of the DPCA shall be an ex-officio member of the Board with full voting privileges.

ARTICLE 17 Committees

17.1 The Country Chair may create one or more committees, with such functions and responsibilities as he or she shall designate, and appoint and revoke the Chairs thereof, subject to ratification by the Board. The membership of each committee shall be established by the Chair of each committee in consultation with the Country Chair and subject to confirmation by the Board.

17.2 Committee membership shall be open to all members of DACA.

ARTICLE 18 Chapters

18.1 Chapters represent DACA regionally in order to advance the interests of DACA and the Democratic Party of the United States. They provide a forum for appropriate actions by its members, subject to the policies of the Democratic Party, Democrats Abroad and Democrats Abroad Canada.

18.2 DACA members shall be assigned by the Membership Secretary to the chapter closest to their residential address based on their postal code but may request that the Membership Secretary assign them to a different chapter.

18.3 Chapter Officers should be elected biennially in odd-numbered years at an AGM of the Chapter held prior to the national (DACA) AGM. The Chapter election should include at minimum a Chapter Chair. Though it is not required, it is recommended that each chapter have a Vice-chair, a Secretary, a Treasurer and a Membership Secretary.

If a Chapter has a Vice Chair or a Co-chair in addition to a Chair, they shall be opposite in gender in accordance with the policy of the Democratic Party. Each chapter shall appoint a Nominations and Election Committee Officer, not running for elected office, to conduct chapter elections.

18.4 Chapters provide representatives to the DACA Board as outlined in 13.1.

18.5 The Country Chair may recognize new Chapters of DACA subject to ratification of the DACA Board.

18.6 The Board shall actively encourage formation of new Chapters. Members can request recognition of a new Chapter by expressing their interest to the DACA Country Chair. To be formed, a Chapter must have a minimum of 100 members. With the assistance of DACA, a new Chapter can hold a first AGM and elect a Chapter Chair and

other officers as needed.

ARTICLE 19 [L] [SEP]

Terms and Removal from Membership or Office [L] [SEP]

19.1 The Officers, Members at Large and DPCA Voting Members of the DACA Board shall be elected biennially at the AGM in each odd-numbered year. They shall be elected for a term expiring upon the appointment or election of their successor. No elected Board member may serve more than two (2) consecutive terms in the same Office unless the provisions of the following paragraph are met.

19.2 In the event that there is no candidate for a Board office, an Officer who has served two consecutive terms in that office may be elected to a third term, pending approval by a two-thirds (2/3) majority of votes cast by members present at the biennial AGM. [L] [SEP]

19.3 The terms of all committee chairs shall automatically expire upon the election of new Officers in accordance with the foregoing.

19.4 Any elected Board member who misses three (3) consecutive regularly called meetings of the Board may be removed from office by a two-thirds (2/3) vote of the entire Board, whether in person, by telephone or teleconference, at an AGM or special meeting at which the question of such removal is on the agenda sent out in advance and at which the elected Board member is given due opportunity to explain the reasons for her or his absence. [L] [SEP]

19.5 The DACA Board may, by a two-thirds (2/3) vote of the entire Board vote to remove any member of DACA from membership or from any office within DACA for conduct detrimental to DACA. Such vote must be at an AGM or special meeting at which the question of such removal is on the agenda sent out in advance and at which the member is given due opportunity to explain the reasons for his or her conduct alleged to be detrimental to DACA.

19.6 Some examples of conduct detrimental to DACA follow: (i) speaking against the host country while purporting to speak on behalf of DACA or DA and (ii) soliciting funds or in-kind services from non-Americans. Volunteering without monetary value by non-Americans is generally acceptable.

ARTICLE 20 [L] [SEP] **Vacancies** [L] [SEP]

20.1 The Country Chair shall appoint a member on a temporary basis to fill a vacancy among elected members of the Board. The appointee shall serve until the next regular AGM where members shall elect the position.

ARTICLE 21 ^[L]_[SEP] **Elections**^[L]_[SEP]

21.1 The Officers, Members at Large, and the IT Manager shall be elected by a simple majority of votes of the members voting in person, by electronic ballot, by mail or by teleconference at the biennial AGM. If there is a tie vote, a subsequent ballot shall be held at the same meeting with only members present, in-person or by teleconference, voting.

21.2 In keeping with the rules of the Democratic Party, all ballot material must be signed by the voter for the vote to be counted. In the case of a mail or an in-person ballot, the voter must sign his or her name on the ballot. In the case of an electronic ballot, the voter must type his or her name twice, which constitutes his or her signature. Electronic ballots must be sent from the email address on record with the DACA.

21.3 In November of each even-numbered year, the Country Chair shall appoint, subject to ratification by the Board, a Nominations and Election Committee (NEC) whose responsibility shall be the nomination of candidates for election to office in DACA and to oversee the elections at the AGM. For who may serve on the NEC, see 22.2.

ARTICLE 22 ^[L]_[SEP] **Candidates**^[L]_[SEP]

22.1 Any member of DACA may be nominated by another member of DACA or may self-nominate by submitting his or her name to the Chair of the NEC or another member of the NEC.

22.2 No Member who is nominated or planning to run for office of any elected position on the Board may serve on the NEC or as the Teller of Elections.

22.3 In November or as soon as practicable in each even-numbered year, the Country Chair will name a Teller of Elections to collect and count the ballots and report the results of the election at the AGM. ^[L]_[SEP]The Teller will safeguard all ballots until 90 days after the election.

22.4 Nominations will close forty-five (45) days prior to the date set for the AGM in order to allow time for the preparation of ballots. In the event there is no nomination for a position, nominations for that position may be made from the floor during the meeting.

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22.5 The NEC shall evaluate the qualifications of the nominees and prepare a slate of candidates for each office, which will constitute the ballot. The NEC shall post the slate of candidates on the DACA website along with a short candidate statement from each candidate at least 30 days prior to the election. The electronic ballot will be sent by

email at least 15 days prior to the election to all members of DACA for whom an email address is on file

Any member without an email address may request that a ballot be sent to them by mail.

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22.6 All ballots cast electronically or by mail must be returned to and received by the Teller of Elections by midnight EST the day before the AGM or such other meeting to which the vote pertains. The Teller of Elections will count the mail and electronic ballots confidentially prior to the meeting and add the in-person and teleconference votes conducted during the AGM or such other meeting to determine the outcome.

22.7 The Secretary shall submit the results of the election and the minutes of the AGM or such other meeting to the Vice Chair Americas and to the Secretary of the DPCA within 15 days of the election.

22.8 Special elections held at a meeting other than an AGM, should follow the procedures outlined above in Article 21 and 22 except that the schedule of the meeting should be determined and noticed according to Articles 5 and 23.

ARTICLE 23^[1] Notice and Voting at Meeting of Members^[1]

23.1 Prior to every election a notice of the meeting at which the election will be held shall be sent by the Secretary to the members of the Organization by email to each member with an email address on file at least thirty (30) days before the meeting. Besides the date and time of the meeting, the election notice shall contain at least the names of the offices up for election, the options for voting and how to attend the meeting. Members without an email address may request that a copy of such email be sent to them by mail at least thirty (30) days before the date of the meeting.

In addition, a notice of such meeting shall be posted on the website of DACA at least thirty (30) days before the meeting. The report of the NEC shall be posted on the website of DACA at least thirty (30) days prior to the meeting.

23.2 Notice of AGMs, meetings to amend the bylaws, or proposed bylaws amendments, shall be sent by email to each member with an email address on file at least thirty (30) days before the meeting. Members without an email address may request that a copy of such email be sent to them by mail. Notice of other meetings of members shall be given by such method as the Country Chair shall from time to time reasonably prescribe at least thirty (30) days before the meeting. ^[1]
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23.3 At meetings of Members, each member shall be entitled to cast one vote in person or

by teleconference on any item on the agenda of the meeting or otherwise brought before the meeting. (Votes may be cast electronically (e.g., by email) for elected Board members as outlined in Article 21). Except as specifically otherwise provided herein, all decisions shall be made by a simple majority of the votes cast. [L] [SEP]

23.4 The Board shall develop procedures to permit electronic participation and voting where necessary and feasible. [L] [SEP]

23.5 Any notice of a meeting shall include reference to the purpose of the meeting and any necessary or appropriate contact information.

ARTICLE 24 [L] [SEP] Meetings [L] [SEP]

24.1 An AGM of members shall be held during the months of January, February or March in every year. The Country Chair, Secretary and Treasurer shall report on the activities and financial accounts of DACA for the fiscal year ending December 31. The election of officers of the Organization will take place in every odd-numbered year.

24.2 Board meetings shall normally be held at least quarterly, unless otherwise determined by the Board.

24.3 Other meetings of members may be held from time to time upon call by the Country Chair or twenty (20) other members who shall in writing request a meeting and state its purpose. Upon such request, the Secretary shall determine the time and place of the meeting.

ARTICLE 25 [L] [SEP] Quorum [L] [SEP]

25.1 The quorum for all meetings of members at which there shall be an election or amendment of the bylaws shall have at least twenty (20) members present in person or by teleconference.

25.2 With respect to Board meetings, one-third (1/3) of the Board shall be a quorum provided the Chair or Executive Vice Chair is present. [L] [SEP]

25.3 With respect to committees, a majority of the members of the committee shall be a quorum for all meetings of the committee. Notice of committee meetings shall be given three (3) days in advance of the meeting.

25.4 No vote shall be taken at any meeting at which a quorum is not present or for which notice has not been duly given.

ARTICLE 26 [L] [SEP] Bylaw Amendments [L] [SEP]

26.1 These bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the votes cast by the members present in person, by teleconference or by electronic ballot at a regularly constituted meeting of members. [L]
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26.2 Any proposed amendment to these bylaws shall be posted on the website of DACA at least thirty (30) days prior to the meeting at which said amendment shall be discussed or voted upon. [L]
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26.3 The notice of any meeting where said amendment shall be discussed or voted upon shall advise that the text of the proposed changes is posted on the DACA website.