

# DEMOCRATS ABROAD ECUADOR

## DA EC BYLAWS

adopted on 30 March 2016

### Article I: Name of the Organization

These Bylaws govern an organization having as its name Democrats Abroad - Ecuador (hereinafter "DA EC").

### Article II: Purpose and Relationship to Democrats Abroad

#### 2.1 Country Committee

The organization 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 Ecuador.

### Article III: Members

#### 3.1 Membership Requirements

Individuals who wish to join DA EC 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 Ecuador. Membership in DA EC automatically results in membership in Democrats Abroad.

#### 3.2 Application Process for Membership

To join Democrats Abroad - Ecuador, a prospective member must complete the DPCA on-line membership application form made available at the Democrats Abroad international website.

#### 3.3 Consent to Personal Data Use

By becoming a member of Democrats Abroad - Ecuador, 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 DA EC Executive Committee, DPCA, or DA EC 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 Democrats Abroad - Ecuador. 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 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 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 Ecuador. 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 DA EC. 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 DA EC members held pursuant to Article IX.

## Article IV: Executive Committee

### 4.1 Members of the Executive Committee

The DA EC Executive Committee shall be composed of the elected Officers (Chair, Executive Vice-Chair, Vice-Chair for Outreach for Local/Regional Chapter Development and Coordination, Vice-Chair for Membership Records Management and Voter Registration, Secretary, Treasurer, and two Members-at-Large). 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 be of the opposite self-identified gender.

## 4.3 Chair

The Chair shall be the legal representative of DA EC (spokesperson and point of contact, unless he/she designates another officer to this role for a specific matter), 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 shall sit ex-officio on all committees and subcommittees of the organization, including Standing Committees, with full voting privileges. The Chair shall appoint a Counsel/Parliamentarian subject of approval by the Executive Committee at its next meeting. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee.

## 4.4 Executive Vice-Chair

In the absence of the 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, or other duties as assigned by the Chair. 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.

## 4.5 Vice-Chair for Outreach for Local/Regional Chapter Development and Coordination (VC for Outreach)

In conjunction with the Vice-Chair for MRM&VC, the VC for Outreach shall review DA registrations throughout Ecuador to recommend to the Executive Committee the readiness to establish a local or regional chapter of DA. In areas where such readiness exists, the VC for Outreach will lead the efforts to establish such chapters. In areas where such readiness to establish a chapter does not exist, but population concentrations are appropriate to create such readiness, the VC for Outreach will lead efforts to promote DA and build registrations to the level that will allow for creating a local/regional chapter, and then lead efforts to create such chapters.

## 4.6 Vice-Chair for Membership Records Management and Voter Registration (VC for MRM&VR)

Working in conjunction with the appropriate DPCA staff, the Vice-Chair for MRM&VR shall maintain current and accurate records of all members who register in Ecuador either through DPCA, this chapter, or any recognized local/regional chapter within Ecuador. The Vice-Chair for MRM&VR shall maintain the DA EC 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.

The Vice-Chair for MRM&VR shall lead the chapter's efforts to register all interested Democrats for voting in all relevant US elections and Democratic Party nomination processes. This may include

holding informational meetings, setting up registration stations, or any other activities the Vice-Chair deems useful for the registration of Democrats in Ecuador.

## 4.7 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 DA EC members without undue delay.

## 4.8 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 DA EC 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).

## 4.9 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 DA EC.

## 4.10 Term of Office

All members of the Executive Committee shall be elected every two years in odd-numbered years at the Annual General Meeting of the organization (which meeting shall be held no later than March 31). 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.

## 4.11 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.

## 4.12 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.

## 5.2 Responsibilities of the Executive Committee

The Executive Committee shall be responsible for the conduct of the affairs of DA EC 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. The Executive Committee shall adopt a budget for DA EC prior to the Annual General Meeting each year. 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 Code of Conduct

Elected Officers and Members-at-Large 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

DA EC shall have the following Standing Committees: Events and Programs; Fund Raising and Finance; Bylaws, Rules, and Platform; and Communications and Newsletter. 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

### 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. 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.

### 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 meeting of the Executive Committee next following such appointment or revocation. The membership of each such 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 DA EC 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.

## Article VII: Nominations and Elections

### 7.1 Nominations and Elections Committee

At least two months prior to the Annual General Meeting, and in any event no later than January 31<sup>st</sup>, 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.

### 7.2 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. Should proxy votes be allowed, each member attending a meeting is limited to carry a maximum of two (2) proxy votes. 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., by fax, e-mail, on the Web, etc.).

### 7.3 Nominations Invitation

The NEC shall notify the membership and solicit nominations no less than 30 days prior to the annual meeting at which an election will be held. Any member of the organization wishing to run for an open position and not nominated by the Nominations Committee shall declare his/her candidacy at least 17 days before the annual meeting in writing addressed to the Chair of the Nominations Committee.

### 7.4 Ballot Preparation and Distribution

The chair of the NEC shall prepare ballots containing the names of the nominated candidates for distribution to the membership of the organization no earlier than 17 days before the annual meeting and no later than 14 days before such meeting. Such ballots shall be posted to the DPCA website and e-mailed or postal mailed to all DA EC members no less than 14 days before the election meeting.

### 7.5 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 DA EC website.

## 7.6 Restrictions on Nominations from the Floor

At an election meeting if there is no declared candidate for an open position, then members may nominate a candidate from the floor. Otherwise, there may be no nominations from the floor of the meeting.

## 7.7 Nominations for Special Election

In the case of an special election held to fill a vacancy pursuant to Article 8.5 (Elections for Officer Vacancies), the election shall be held at the next Annual General Meeting, following the rules given in Articles VII (Nominations and Elections) and VIII (Elections and Removal from Office). the NEC shall be appointed immediately upon the occurrence of the vacancy and shall notify the membership and solicit nominations no less than 30 days prior to the meeting at which the special election will be held (which meeting shall be held no less than 30 days and no more than 90 days from the date of the vacancy).

## 7.8 DPCA Election Procedures

The DA EC election procedures shall adhere to and follow as practicably as possible the current DPCA Country Committee Election Procedures and relevant policy guidelines. Any variation from these guidelines shall be approved by the Executive Committee prior to the election.

## Article VIII: Elections and Removal from Office

### 8.1 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 majority 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). 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 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 may be admitted in such a run-off election.

### 8.2 No Secret Ballot

In accord with Democratic Party and DPCA policy, there is no secret ballot voting in DA EC elections. All ballots cast must include such personal identification and contact data (i.e., name, phone, e-mail) as to allow for validation that the voter is a member of DA EC, 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 the e-mail address registered in the membership database.



## 8.3 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.

## 8.4 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 8.5 (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.

## 8.5 Elections for Officer Vacancies

Any vacancy among the Officers or Members-at-Large of the Executive Committee shall be filled by an special election held at the next Annual General Meeting a meeting of the members of the organization, no less than 30 days and no more than 90 days from the date of the vacancy, in conformity with Articles VII (Nominations and Elections) and VIII (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, and with the approval of the Executive committee, 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 a special election shall serve only until the election of her or his successor at the next regular election.

## 8.6 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.

## 8.7 Election Reporting

The certified minutes of the election meeting shall be reported to the International Secretary of DPCA, 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 IX: Meetings

### 9.1 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.

## 9.2 Annual General Meeting

An Annual General Meeting of members shall be held no later than March 31 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 9.8 (Meeting Agenda)

## 9.3 Other Meetings of the General 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.

## 9.4 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 9.1 on notice).

## 9.5 Manner of Assembly

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

## 9.6 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.

## 9.7 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.

## 9.8 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.

## **9.9 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 X: Rules Applicable to the Country Committee**

The functioning of the DA EC 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 DA EC 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 XI: Amendments**

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DA EC present in person or by proxy at a regularly constituted and quorate general meeting of DA EC. 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.