

DEMOCRATS ABROAD MEXICO

BYLAWS

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Article I: Name of the Organization

These Bylaws govern an organization having as its name Democrats Abroad Mexico (“DAMX”).

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 Purposes

The purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (“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 Mexico.

Article III: Members

3.1 Membership Requirements

Individuals who wish to join DAMX must meet all of the following qualifications: (i) be citizens of the United States; (ii) be of voting age, meaning having attained eighteen (18) years of age by the next federal election subsequent to joining; (iii) subscribe to the principles of the Democratic Party of the United States, as defined by the Preamble to the current Democratic Party Platform, and of Democrats Abroad; and (iv) are residents of Mexico. Membership in DAMX automatically results in membership in Democrats Abroad.

3.2 Application Process for Membership

To join DAMX, the DPCA online membership application form must be completed. It is available on the Democrats Abroad website, i.e., <http://www.democratsabroad.org/join>.

3.3 Consent to Personal Data Use

By becoming members of DAMX, members explicitly consent to the delivery of their names and all other information contained on the membership forms to the DPCA for such lawful use thereof by the DPCA.

3.4 Validation of Personal Data

Members have the right to inspect and correct their 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 DAMX Executive Committee, the DPCA, or DAMX 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 DAMX. No candidate for any office may use or access the membership database directly for the purposes of campaigning for office or soliciting votes.

3.6 Membership Database Maintenance

Membership records shall be maintained by the Secretary for Membership at the national level and the chapter membership chairs at the chapter level 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.

The DAMX Secretary for Membership is ultimately responsible for membership records, pursuant to Article 4.8.

3.7 Cessation of Membership

Members shall cease to be members if they no longer reside in Mexico. Criteria for determining residency shall be in accordance with DPCA policy documents, including the DPCA Country Committee Election Procedures (“DA-CCEP”). A member may also notify the DAMX Chair, the DAMX Secretary for Membership, or the DPCA in writing that the member wishes to resign from DAMX. A former member may be reinstated under the same conditions as adding a new member, pursuant to Article 3.2.

3.8 Removal from Membership

A member who, by their actions, demonstrates that they no longer subscribe 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 Board of Directors (“Board”), provided that such vote may only be taken at a meeting of the Board, after the member has received at least thirty (30) days advance written notification of the Board’s intention to remove the member and has had reasonable opportunity to contest the proposed action by the Board. The Board of Directors shall adopt such rules of procedure as it deems necessary to ensure that if the member is assigned to a chapter, procedures are adopted to notify the chapter chair of its intended action if the member was not referred to the Board of Directors by the chapter chair for removal. Rules of procedure shall be adopted to ensure the removal hearing is conducted in a fair manner. A member so removed may appeal the decision of the Board of Directors at a general meeting of DAMX members held pursuant to Article XIV.

Article IV: Executive Committee

4.1 Members of the Executive Committee

The DAMX Executive Committee shall be composed of the elected Officers: Country Chair, Vice Chair of Global and Regional Affairs, Vice Chair of Chapter Affairs, Secretary for Administrative Records, Secretary for Membership, Treasurer, Counsel, and Immediate Past Chair, the latter pursuant to Article 4.11.

4.2 Gender Balance

Following Democratic Party and DPCA policy, the Chair and the Vice Chair of Global and Regional Affairs shall be of different genders. To the extent practicable, the Officers shall be balanced as to gender.

4.3 Responsibilities of the Executive Committee

The Executive Committee shall have the powers of the Board of Directors necessary to conduct the business of DAMX between meetings of the Board of Directors, but may not adopt, amend, or repeal bylaws, nor adopt a strategic plan or budget, nor remove a member or dissolve a chapter. The Executive Committee shall convene upon the call of the Chair. A meeting of the Executive Committee may be called by any three (3) members of the Executive Committee, if not so called by the Chair. A majority of the Executive Committee shall constitute a quorum (pursuant to Article 14.6).

4.4 Responsibilities of the Chair

The Chair shall be the chief executive officer of the organization; shall call and preside at all meetings of members, the Board of Directors, and the Executive Committee; shall 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 serve as a DPCA Voting Representative. The Chair shall sit *ex officio* on all committees and sub-committees of the organization, including Standing Committees, with full voting privileges. In the event of a vacancy on the Executive Committee or the Board of Directors, the Chair may appoint a successor to complete the term. This appointment is provisional until approved by the membership at the next annual or special meeting. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Board of Directors.

4.5 Vice Chair of Global and Regional Affairs

The Vice Chair of Global and Regional Affairs shall be charged with monitoring the activities of the DPCA and the Americas Region; shall assist and support the Chair in the execution of the Chair's duties; and shall, in the absence of the Chair, call and preside at meetings of members, the Board of Directors, and the Executive Committee. The Vice Chair of Global and Regional Affairs shall serve as a DPCA Voting Representative and represent DAMX at the Global and Regional levels, shall attend meetings of such bodies in person and/or electronically, and shall report to the Executive Committee the current activities of the DPCA and the Americas Regional leadership, and shall serve as liaison to the Voting Representatives. If the office of Chair should become vacant, the Vice

Chair of Global and Regional Affairs shall assume the responsibilities of the Chair. The Vice Chair of Global and Regional Affairs shall have such other duties as the Chair may define.

4.6 Vice Chair of Chapter Affairs

The Vice Chair of Chapter Affairs shall be charged with monitoring the activities of and supporting the chairs of the chapters, and implementing the decisions of the Executive Committee and the Board of Directors insofar as they pertain to the chapters. The Vice Chair of Chapter Affairs shall, upon election to the office, serve as a DPCA Voting Representative and shall, with the Chair and Vice Chair of Global and Regional Affairs, attend meetings of the DPCA in person and/or electronically, and shall report to the chapter chairs the current activities of the Executive Committee and the Global and Regional leadership of the DPCA.

The Vice Chair of Chapter Affairs shall have such other duties as the Chair may define.

4.7 Secretary for Administrative Records

The Secretary for Administrative Records shall be responsible for taking minutes of Executive Committee and Board of Directors meetings, and for keeping on file the minutes of all meetings, including committee meetings, as well as all files and administrative records of the organization. The minutes of all meetings shall be made available to all DAMX members without undue delay. The Secretary shall assist the Chair in the preparation, organization, and distribution of materials and documents for Executive Committee and Board of Directors meetings, and shall assist in the scheduling and notification of meetings.

The Secretary for Administrative Records shall have such other duties as the Chair may define.

4.8 Secretary for Membership

The Secretary for Membership shall coordinate strategies across the country to increase DAMX membership. The Secretary for Membership shall be responsible for the maintenance of the membership database and the annual verification of countrywide membership to the DPCA.

The Secretary for Membership shall call and preside at all meetings of the Membership Committee and shall have such other duties as the Chair may define.

4.9 Treasurer

The Treasurer shall manage the finances of the organization, present financial reports to the Board of Directors and the Executive Committee, prepare an annual budget, and make and maintain such financial reports as may be required by law. All such records shall be available for review and comment by DAMX members. The Treasurer shall have oversight of the functions of chapter treasurers, as defined in policies by the Board of Directors, and shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

The Treasurer shall call and preside at all meetings of the Finance Committee and shall have such other duties as the Chair may define.

4.10 Counsel

The Counsel shall be available for consultation by the Executive Committee and the Board of Directors on legal and procedural questions relating to DAMX 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 Counsel shall also act as Parliamentarian during all meetings.

The Counsel shall call and preside at all meetings of the Governance Committee and have such other duties as the Chair may define.

4.11 Immediate Past Chair

The Immediate Past Chair of DAMX shall serve as an *ex officio* voting member of the Board for one (1) two-year term, provided that they have not lost the immediately preceding election, resigned, or are otherwise disqualified.

The Immediate Past Chair shall have such other duties as the Chair may define.

Article V: Chapter Representatives

5.1 Chapter Representatives

Each chapter that has been recognized by the Board of Directors as qualifying as a chapter and has a chapter chair elected biennially in odd numbered years by the chapter membership is entitled to one Chapter Representative on the Board of Directors, who shall be the Chapter Chair or the Chapter Vice Chair, upon the absence of the Chapter Chair.

Chapter Representatives shall take office 30 days after the DAMX AGM and shall serve a two-year term.

Article VI: DPCA Voting Representatives

6.1 Responsibilities

Voting Representatives shall represent the views of DAMX at the international meetings of the DPCA. All Voting Representatives pledge to attend the annual DPCA meetings and other meetings as called by the DPCA either in person or electronically, or may timely proxy their vote to another Board member or a member of their chapter executive committee.

6.2 *Ex Officio* and Elected Voting Representatives

The number of voting members is based on country membership and other factors and is determined by the DPCA. The Country Chair, Vice Chair of Global and Regional Affairs, and Vice Chair of Chapter Affairs are Voting Representatives by virtue of their offices and shall each have one (1) vote. All other voting representatives allocated to DAMX will be elected at the Annual General Meetings held in odd-numbered years to serve two-year terms. Voting representatives may serve up to a maximum of two consecutive two-year terms. Vacancies in a voting representative position shall be filled by the Chair and ratified by the Board of Directors at its next scheduled meeting.

6.3 Gender Balance

Voting Representatives are required under the Democrats Abroad Charter to be elected in accordance with the gender balance rules of the DPCA.

6.4 Geographical Balance

Voting Representatives, to the extent practicable, will be geographically balanced.

6.5 Limits to the Role of Voting Representative

Voting Representatives are not voting members of the Executive Committee or the Board of Directors by virtue of their positions as Voting Representatives.

Article VII: Board of Directors

7.1 Members of the Board of Directors

The members of the Board of Directors shall be composed of the Executive Committee, pursuant to Article 4.1; at least three (3), but not to exceed seven (7) Members-At-Large, who shall serve as Standing or *Ad Hoc* Committee Chairs; Chapter Representatives; and any DPCA Officer as provided in Article 7.3 below. Non-voting members include DPCA Voting Representatives and *Ad Hoc* Committee Chairs, who shall be observer members of the Board.

7.2 Members-At-Large

Members-At-Large participate in the work of the Board to support the organization by chairing committees as requested by the Chair, and by engaging in such projects and *Ad Hoc* Committees as is needed for the effective functioning of DAMX.

7.3 Other Voting Members

Any member of DAMX who is also a member of the Democratic National Committee (“DNC”) or an International Officer of the DPCA shall be an *ex officio* member of the Board with full voting privileges.

7.4 Voting Privileges

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

7.5 Term of Office

All members of the Board shall be elected every two (2) years in odd-numbered years at the AGM of the organization, which meeting shall be held no later than March 31. They shall be elected for a term expiring 30 days after the election of their successors. No Officer or Member-At-Large may serve more than two (2) consecutive terms in the same position.

7.6 Expiration of Term

Except for the Immediate Past Chair (pursuant to 4.11), the terms of all incumbent Officers and Members-At-Large shall automatically expire thirty (30) days after the election of their successors in accordance with Article 7.5 to provide adequate time for transition and transfer of information.

7.7 Removal for Absence

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

7.8 Removal for Detrimental Conduct

Any Officer, Member-at-Large, or Chapter Representative may be removed from office for conduct detrimental to DAMX by a two-thirds (2/3) vote of the Board at a duly convened AGM or special meeting of the membership, at which meeting the question of such removal is on the agenda sent out at least thirty (30) days in advance, and at which the member in question is given due opportunity to contest the removal and explain the reasons for their conduct alleged to be detrimental to DAMX. Examples of conduct detrimental to DAMX follow: (i) speaking against the host country while purporting to speak on behalf of DAMX or the DPCA, (ii) soliciting funds or in-kind services from non-Americans, (iii) violating the DPCA Code of Conduct, and (iv) failure to perform their duties.

Article VIII: Board of Directors Responsibilities

8.1 Schedule of Meetings

The Board shall meet at least twice a year upon call by the Chair for the purpose

of consulting with and advising the Chair and the Executive Committee in the administration of the organization. A meeting of the Board of Directors may be called by any five (5) elected members.

8.2 Responsibilities of the Board of Directors

The Board shall be responsible for the conduct of the affairs of DAMX in accordance with the policies of the DNC and the DPCA. The Board shall be composed of members able and willing to attend meetings in person or electronically, and to take responsibility to chair a Standing or *Ad Hoc* Committee, and/or to serve on at least one Committee. The Board may act in meeting, by telephone, by video conference, by email, or by other written or electronic means. The Board shall adopt a budget for DAMX prior to the end of the fiscal year. Decisions taken by the Board shall be by simple majority vote of those present in person or participating by approved real-time electronic means at a meeting of the Board; or, if such a vote is taken by email or other written form, by a simple majority of the entire Board. A majority of the members of the Board of Directors shall constitute a quorum, pursuant to Article 14.6.

8.3 Fiscal Year

The fiscal year of DAMX shall be from January 1 through December 31.

8.4 Code of Conduct

All members of the Board of Directors are expected to adhere to the DPCA Code of Conduct and other procedures and policies defined by the DPCA, as well as to policies and procedures adopted by the Board of Directors.

8.5 Policies and Procedures

The Board of Directors may adopt such policies and procedures as it deems appropriate.

Article IX: Committees

9.1 Standing Committees

DAMX shall have the following Standing Committees: Executive, Finance, Governance, Membership, Voter Registration/Get Out The Vote (GOTV), Fundraising, and Communications.

9.2 Sub-Committees

Committees may institute and encompass sub-committees for such activities and initiatives as requested by, and subject to the approval of the Committee Chair.

9.3 *Ad Hoc* Committees

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

9.4 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 following such appointment or revocation. The membership of each such committee shall be selected by the Committee Chair after consultation with the DAMX Chair.

9.5 Expiration of Term

The terms for all Committee Chairs and committee members shall automatically expire 30 days following the election of a new DAMX Chair. *Ad Hoc* committees will automatically end 30 days after the election of a new DAMX Chair unless reauthorized by the new DAMX Chair.

9.6 Meetings

The Standing Committees shall meet at least every other month upon the call of the Committee Chair. Minutes of all meetings shall be provided to the Secretary of Administrative Records.

9.7 Reports

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 AGM.

Article X: Standing Committee Responsibilities

10.1 Finance Committee

The Finance Committee shall be chaired by the DAMX Treasurer and be composed of the treasurers from each chapter. The Committee shall develop and propose financial policies and procedures for DAMX, abiding by United States, DPCA, and Mexican government regulations and guidelines. The Committee shall facilitate the coordination of financial policies across all chapters. The Committee may include other DAMX members with expertise in this area, in consultation with the DAMX Chair.

10.2 Governance Committee

The Governance Committee shall be chaired by the DAMX Counsel, and be composed of the counsels of each chapter. The Committee shall conduct an annual comparison of DPCA governance documents with DAMX governance documents at the national and chapter levels to ensure that they are aligned and in compliance. The Committee shall facilitate the coordination of governance policies across all chapters. The Committee may include other DAMX members with expertise in this area, in consultation with the DAMX Chair.

10.3 Membership Committee

The Membership Committee shall be chaired by the DAMX Secretary for Membership, and be composed of the membership chairs of each chapter. The Committee shall coordinate and oversee the annual membership database review for reporting an accurate membership count to the DPCA by January 31 of each year. The Committee shall facilitate the coordination of strategies across the country to increase DAMX membership. The Committee may include other DAMX members with expertise in this area, in consultation with the DAMX Chair.

10.4 GOTV Committee

The GOTV Committee shall be chaired by the DAMX GOTV Chair, and be composed of the GOTV chairs of each chapter. The committee shall facilitate the coordination of the DNC Global Presidential Primaries and GOTV efforts throughout the country, and implement strategies to increase voter participation

from voters residing in Mexico. The committee may include other DAMX members with expertise in this area, in consultation with the DAMX Chair .

10.5 Fundraising Committee

The Fundraising Committee shall be chaired by the DAMX Fundraising Chair, and be composed of the fundraising chairs of each chapter. The committee shall facilitate the coordination of fundraising efforts throughout the country and implement strategies to increase the amount of financial support directed to the organization. The committee may include other DAMX members with expertise in this area, in consultation with the DAMX Chair.

10.6 Communications Committee

The Communications Committee shall be chaired by the DAMX Communications Chair, and be composed of the communications chairs of each chapter. The committee shall be responsible for coordinating all DAMX internal and external communications, abiding by DPCA guidelines. Communications may be understood to encompass such activities and initiatives as social media, media relations, advocacy, and other like activities. The committee may include other DAMX members with expertise in this area, in consultation with the DAMX Chair.

Article XI: Chapters

11.1 Establishment of Chapters

Every effort shall be made to develop chapters of DAMX wherever there are enough interested Democrats to form and sustain a chapter.

11.2 Minimum Chapter Membership

Each DAMX chapter shall have a minimum number of members as set forth in policy articulated by the Board of Directors and shall, upon the recommendation of the DAMX Chair, be authorized by the Board of Directors. An individual can be a member of only one chapter.

11.3 Chapter Geographical Boundaries

The Secretary for Membership, in consultation with the Chair, shall delineate chapter boundaries upon establishment of the chapter. The Chair shall have the right by notice to the Board of Directors and in consultation with the Secretary for Membership to adjust chapter boundaries as necessary to maintain efficient operation of DAMX, such adjustment to be binding unless the Board of Directors decides otherwise at the meeting immediately following such decision by the DAMX Chair.

11.4 Chapter Governance

Each chapter shall adopt bylaws based on the DAMX Model Chapter Bylaws to ensure alignment with DAMX Bylaws and compliance with the DPCA. If there is a conflict between a chapter's bylaws and the Bylaws herein, the Bylaws of DAMX shall take precedence. If warranted, the issue may be presented to the International Counsel of the DPCA for resolution.

11.5 Elections

Election of chapter officers, at a minimum, shall be held promptly following admission. Thereafter, during each odd-numbered year, election of chapter officers and members-at-large shall be held no later than March 15. Chapter elections shall be conducted and held consistent with the procedures for elections of DAMX Officers. The chair and vice chair of the chapter shall be of different genders.

11.6 Voting Stations and GOTV Activities

Chapters shall be responsible for managing at least one local voting center during the DNC Global Presidential Primaries and shall participate in GOTV activities.

11.7 Financial Support

Each duly constituted chapter of DAMX shall transfer to DAMX *the greater of the following*: Fifteen percent (15%) of actual expenditures generated by the chapter during each quarter; or MX\$3,000 per quarter for chapters with fewer than 700 members; or MX\$5,000 per quarter from each chapter with 700 or more members.

Said funds shall be payable on or before the last day of the month following each successive quarter. For example, the first quarter assessment of the calendar year shall be due and payable by May 1.

Newly established chapters shall be exempt from the financial support payment to DAMX for six months following admission.

Said funds shall be utilized by DAMX for GOTV; membership; outreach; recruitment; new chapter development; shared technical, financial, administrative, or legal services; and promotion of civic participation. Funds may also be used for travel reimbursement for the DAMX Chair, Vice Chairs, Secretary for Membership, and GOTV Chair in the performance of their duties, or for other purposes if so approved at a meeting of the Board of Directors.

11.8 Dissolution of Chapter

Upon the recommendation of Counsel, the Board of Directors shall dissolve any dormant or non-compliant chapter. A chapter that demonstrates it is no longer active, sustainable, or in compliance may be dissolved by a two-thirds (2/3) vote of the members of the Board of Directors. Such vote shall be taken only at a duly convened Annual General Meeting or special meeting of the membership, after the chapter's board has received at least thirty (30) days' advance written notification by the Board of Directors of their intention to dissolve the chapter and the chapter has had reasonable opportunity to contest the proposed action by the Board of Directors. Examples of non-compliance include, but are not limited to, as follows: (i) not holding an AGM of the membership, (ii) not adopting aligned bylaws pursuant to Article 11.4, (iii) not holding election of officers pursuant to Article 11.5, or (iv) failure to pay its assessed contribution to the Country Committee, pursuant to Article 11.7. The Board of Directors shall adopt such rules of procedure as it deems necessary to ensure the dissolution hearing is conducted in a fair manner. A chapter so dissolved may appeal the decision to the DPCA Executive Committee as stated in Article 5.6 of the DPCA Charter.

11.9 Precincts

Precincts may be proposed by the DAMX Secretary for Membership for geographical areas not currently incorporated into a chapter with the approval of

the Board of Directors. Each precinct must have a precinct captain and secretary appointed by the DAMX Chair and approved by the Board of Directors. Each precinct shall organize itself according to its needs and the size of its membership.

Article XII : Nominations and Elections

12.1 Nominations and Elections Committee

Every two (2) years in odd-numbered years and at least forty-five (45) days prior to the Annual General Meeting, but in any event no later than February 14 of an election year, a Nominations and Elections Committee (hereinafter “NEC”) of at least three (3) members of DAMX 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, Members-at-Large, and Voting Representatives from the membership and to make nominations, with the assent of the nominated member, for any open position.

12.2 Establishing Voting Procedures

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 the DPCA, provision shall be made to enable members to vote remotely via a personally verifiable electronic means (e.g., by survey, fax, email, via the Web, etc.).

12.3 Nominations Invitation

The NEC shall notify the membership and solicit nominations no fewer than thirty (30) days prior to the AGM at which an election will be held. Any member of the organization wishing to run for an open position and not nominated by the NEC shall declare their candidacy in writing to the Chair of the NEC at least seventeen (17) days before the AGM.

12.4 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 seventeen (17) days before the AGM and no later than fourteen (14) days before such meeting. Such ballots shall be posted to the DAMX page on the DPCA website and emailed to all DAMX members no less than fourteen (14) days before the election meeting.

12.5 Candidate Presentations

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

12.6 Restrictions on Nominations from the Floor

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

12.7 Nominations for Special Election

In the case of an election held to fill an Officer vacancy pursuant to Article 13.5, the election shall be held at a special meeting of the membership or at the next AGM, following the rules given in Articles XII and XIII..

12.8 DPCA Election Procedures

The DAMX election procedures shall adhere to and follow as practicably as possible the current DA-CCEP and other relevant policy guidelines.

Article XIII: Elections and Removal from DAMX Office

13.1 Elections and the Counting of Ballots

The NEC shall run the election part of any membership meeting. The Officers, Members-at-Large, and Voting Representatives shall be elected by a simple plurality of votes of (i) the members voting at the AGM (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., email, Web) counted at the AGM (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. 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 fifteen (15) days for the NEC to hear the complaint and adjudicate the challenge, with a further minimum seven (7) days for voter notification and ballot distribution. Absentee ballots may be admitted in such a run-off election.

13.2 No Secret Ballot

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

13.3 Removal from Office

Any Officer, Member-at-Large, or Voting Representative may be removed from office by a vote of two-thirds (2/3) of the entire Board at a duly convened AGM or special meeting of the membership, at which the question of such removal is on the agenda sent out at least thirty (30) days in advance, and at which the member in question is given due opportunity to contest the removal.

13.4 Vacancy of the Chair

If the position of Chair becomes vacant for whatever reason, the Vice Chair of Global and Regional Affairs shall succeed to the office of Chair, in accordance with Article 4.5. Elections shall be held to fill the office of Vice Chair of Global and Regional Affairs in accordance with Article 13.5. Any Vice Chair succeeding to the office of Chair shall serve only until thirty (30) days after the election of their successor at the next regular election.

13.5 Elections for Vacancies

Any vacancy among the Officers, Members-at-Large of the Board, and Voting Representatives shall be filled by an election held at the next AGM of the members of the organization, in conformity with Articles XII and XIII. Until such vacancy is filled by an election, the Chair may make an interim appointment at their discretion of a member to fill the vacancy. This appointment is provisional until approved by the membership at the next annual or special meeting. Any Officer, Member-at-Large, or Voting Representative elected at an election shall serve only until thirty (30) days after the election of their successor at the next regular election.

13.6 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 DA-CCEP and the DPCA Rules of Procedure.

13.7 Election Reporting

The certified minutes of the election meeting shall be reported to the International Secretary of the DPCA, together with the complete contact information of all elected Officers, within fifteen (15) days of the election. The election results shall also be reported promptly to the full membership.

Article XIV: Meetings

14 .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 thirty (30) days before the meeting via the official membership email distribution list and the DPCA website. Notice of other meetings of members (with no less than fourteen [14] days' written notice) and of the Executive Committee and the Board of Directors (with reasonable notice under the circumstances) shall be given via the official membership email distribution list and/or the DPCA website, as well as by other means as the Chair shall prescribe.

14.2 Annual General Meeting

An AGM 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, Members-at-Large, and Voting Representatives; (iii) approval of the minutes from the previous AGM; (iv) such other business as the Chair shall deem appropriate; and (v) other agenda items submitted pursuant to Article 14.8.

14.3 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) three (3) members of the Executive Committee, (iii) five (5) members of the Board of Directors, or (iv) the lesser of ten percent (10%) of the membership or twenty (20) members who request the holding of a meeting.

14.4 Meetings Open to All Members

All meetings of the general membership, the Executive Committee, and the Board of Directors shall be open to the membership and conducted in accordance with these Bylaws (including the provisions in Article 14.1).

14.5 Manner of Assembly

Meetings of DAMX may be held in person, by telephone, by video conference, or by such electronic means as the Board of Directors approves by a two-thirds (2/3) majority.

14.6 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 ten percent (10%) of the membership or twenty (20) members; (ii) for meetings of the Executive Committee, Board of Directors, Standing Committees, or any *Ad Hoc* Committee, a simple majority of the members, provided that the chair or vice chair of such committee is present. In addition, a person attending or voting by approved real-time electronic means (e.g. teleconference, video conference, etc.)

shall be counted as in attendance for the purposes of achieving a quorum, in accordance with Article 14.5.

14.7 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.

14.8 Meeting Agenda

The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chair two (2) weeks in advance by any two (2) members of the Executive Committee; any five (5) members of the Board of Directors; or the lesser of ten percent (10%) of the membership or ten (10) members. The agenda of any meeting of the Executive Committee, Board of Directors, Standing Committee, or *Ad Hoc* Committee shall include any item of business submitted in writing to the Chair two weeks in advance of said meeting by any two (2) members of the committee.

14.9 Governing by Robert's Rules

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

Article XV: Rules Applicable to the Country Committee

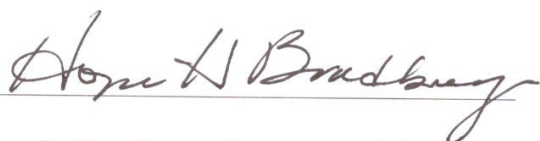
The functioning of the DAMX Country Committee shall be governed by (i) these Bylaws and such rules as the Board of Directors may adopt and (ii) the Bylaws and rules and regulations of the DPCA and by the Charter and Bylaws and rules and regulations of the Democratic Party of the United States. In the event of a conflict between these DAMX Bylaws [item (i) above] and the Bylaws, Charter, or rules and regulations of either the DPCA or the Democratic Party [item (ii) above], the documents, rules and regulations of the latter [item (ii)] shall prevail.

Article XVI: Amendments

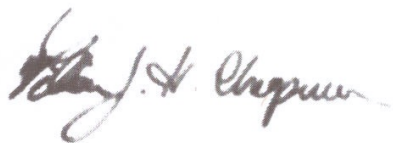
These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DAMX present in person at a duly constituted general meeting of DAMX. Written text of any proposed amendments shall be distributed with the

advance notice of the general meeting at which such amendments will be discussed or voted upon.

I, William J. H. Chapman, Chair of Democrats Abroad Mexico, do hereby certify the above and foregoing Bylaws of Democrats Abroad Mexico, consisting of 22 pages including this page, to be a true and correct copy of the bylaws 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 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; and as amended by a two-thirds majority of said organization at its Annual General Meeting held via WebEx, on May 30, 2020; and as amended by a two-third majority of said organization at its Annual General Meeting held via Zoom on March 14, 2021.



Hope H. Bradberry, Secretary of Administrative Records
Democrats Abroad Mexico



William J. H. Chapman, Chair
Democrats Abroad Mexico