

## **DEMOCRATS ABROAD DENMARK**

### **BYLAWS**

adopted on 29 October 2007, Hellerup, Denmark

amended version adopted on 24 January 2012, Copenhagen, Denmark

#### **Article I: Name**

These Bylaws govern an organization named Democrats Abroad Denmark.

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

- 2.1 Democrats Abroad Denmark shall apply for admittance to the Democratic Party Committee Abroad (“DPCA”) as a Country Committee within Democrats Abroad, which is the international general membership body of the DPCA.
- 2.2 The purposes of Democrats Abroad Denmark shall be to advance the interests and ideals of the Democratic Party of the United States of America (“Democratic Party”) and of Democrats Abroad, as stated in the Charter of the Democratic Party (currently Section 17) and the Bylaws of Democrats Abroad and to provide for appropriate action by its supporters residing in the Kingdom of Denmark and its territories (“Denmark”).

#### **Article III: Membership**

- 3.1 Members must be citizens of the United States of America (“United States”), of voting age, who subscribe to the principles of the Democratic Party and of Democrats Abroad, and reside in Denmark or the border areas of surrounding countries.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community residing in Denmark shall be represented within Democrats Abroad Denmark.
- 3.3 To join Democrats Abroad Denmark, the member must complete a membership form using such paper or other medium (e.g., on-line form) as the Executive Committee of Democrats Abroad Denmark (“Executive Committee”) shall from time to time make available. This form shall require the member’s name, mailing address, telephone number, email address and last United States Congressional district/State of residence, and may request other information as approved by the Executive Committee.
- 3.4 Membership in Democrats Abroad Denmark automatically results in membership in Democrats Abroad. By becoming a member of Democrats Abroad Denmark, the member consents to the delivery of his/her information required in Section 3.3 to the DPCA and to such lawful use thereof as the DPCA shall make from time to time.

- 3.5 The current list of members as maintained by the Secretary pursuant to Article IV shall be delivered to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA shall from time to time require.
- 3.6 Each member has the right to inspect and correct her/his data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the database manager. The membership records shall be maintained by the Secretary in such a manner in order to protect the information therein, pursuant to applicable data protection rules. 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 Denmark. 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.
- 3.7 A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party and of Democrats Abroad may be excluded from membership of Democrats Abroad Denmark by a two-thirds vote of the members of the Executive Committee, provided however that such vote may only be taken after the member has had reasonable notice (no less than 30 days) of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.
- 3.8 Any member shall cease to be a member if he/she no longer meets the qualifications of membership specified in paragraph 3.1 above. Any such former member may be reinstated on the same conditions as a new member.

#### **Article IV: Officers**

- 4.1 The Officers of Democrats Abroad Denmark shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Counsel to the Committee. The Vice-Chairperson shall be of the opposite sex from the Chairperson.
- 4.2 **Chairperson:** The Chairperson shall be the chief executive officer of Democrats Abroad Denmark, shall call and preside at all General Meetings of members and meetings of the Executive Committee, establishing the agenda of such meetings, and shall have responsibility for all activities approved by Democrats Abroad Denmark. The Chairperson shall sit ex-officio on all committees and subcommittees of Democrats Abroad Denmark, including Standing Committees, with full voting privileges.
- 4.3 **Vice-Chairperson:** In the absence of the Chairperson, the Vice-Chairperson shall call and preside at General Meetings of members and meetings of the Executive Committee. The Vice-Chairperson shall have such other duties as the Chairperson shall define.
- 4.4 **Secretary:** The Secretary shall maintain a current list of members of Democrats Abroad Denmark containing the information as indicated in Section 3.3, minutes of all meetings, and all files and administrative records of Democrats Abroad Denmark. The minutes shall be open for inspection by members.
- 4.5 **Treasurer:** The Treasurer shall manage the finances of Democrats Abroad Denmark, maintain its financial reports to members and make and maintain 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. 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).

- 4.6 **Counsel:** The Counsel shall be available for consultation with the Executive Committee or its officers on legal and procedural questions relating to Democrats Abroad Denmark and its activities. The Counsel shall consult with the International Counsel of Democrats Abroad from time to time on emergent matters, including notably questions on voting issues and financial record keeping.
- 4.7 **Other officers:** The Chairperson may appoint and remove such assistant Officers or honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at its next meeting.
- 4.8 **Voting Representatives:** If the size of the Democrats Abroad Denmark membership warrants it according to the DPCA Bylaws, one or more Voting Representatives shall be elected by the Democrats Abroad Denmark membership in order to enable Democrats Abroad Denmark to cast all its votes as a Country Committee under the DPCA in matters pertaining to the DPCA. The term of a Voting Representative shall be the same as for officers of Democrats Abroad Denmark, and gender balance rules shall apply when electing more than one Voting Representative. A Voting Representative has the right to attend and vote at all DPCA meetings in which the Democrats Abroad Denmark Chairperson and/or Vice-Chairperson may attend, in accordance to the DPCA Bylaws.

#### **Article V: Executive Committee**

- 5.1 The Executive Committee shall comprise the Chairperson, Vice-Chairperson, Secretary, Treasurer, Counsel, and two (2) Members-at-Large elected from among the eligible members of Democrats Abroad Denmark. The chairpersons of the Standing Committees shall be ex-officio members of the Executive Committee with full voting privileges, except when specifically designated otherwise in the Bylaws.
- 5.2 If a member of the Executive Committee, including an ex-officio member, holds more than one position in the Executive Committee, for instance an Officer or Member-at-Large who is simultaneously the chair of one or more Standing Committees, or an ex-officio member who is the chair of more than one Standing Committee, this member will have one vote in the Executive Committee, as if the member holds only one position. This member also represents one person in terms of forming a quorum relative to Subsections 12.5 (ii) and 12.5 (iii).
- 5.3 The Executive Committee shall meet at regular intervals upon call by the Chairperson to consult with and advise the Chairperson in the administration of Democrats Abroad Denmark. A meeting of the Executive Committee may be called by the Chairperson or three (3) of the other members of the Executive Committee, excluding the chairpersons of the Standing Committees.

#### **Article VI: Standing Committees and Ad Hoc Committees**

- 6.1 The Chairperson shall appoint the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising, Affirmative Action and Newsletter/Communications.

- 6.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate, subject to approval by the Executive Committee.
- 6.3 The Chairperson shall appoint or remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the elected members of the Executive Committee at its next meeting following such appointments or revocation. The membership of each such committee shall be selected by the committee chairperson after consultation with the Chairperson.

#### **Article VII: Terms of Office**

- 7.1 The Officers and Members-at-Large of the Executive Committee and Voting Representatives (if applicable) shall be elected every two years at the Annual General Meeting of Democrats Abroad Denmark. Their term shall begin on March 31, at 12 noon local time, of the year of their election. No Officer may serve more than two consecutive terms in the same office. The term limit provisions of this section 7.1 apply from the inaugural Annual General Meeting, held after the establishment of Democrats Abroad Denmark, according to section 12.1.
- 7.2 Any Officer or Member-at-Large who misses three consecutive regularly called meetings of the Executive Committee without notice and suitable explanation, or undertakes an inappropriate action, may be removed from office by a three-fourths vote of the elected members of the Executive Committee at a regularly called and quorate meeting at which the question of such removal is on the agenda sent out in advance and at which the Officer or Member-at-Large is given due opportunity to explain the reasons for her or his absence or action.

#### **Article VIII: Nomination of Officers, Members-at-Large, and Voting Representatives**

- 8.1 At least two months prior to the Annual General Meeting, a committee to nominate candidates ("Nominations Committee") for election to office shall be named by the Chairperson with the approval of the Executive Committee.
- 8.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall adopt the rules with respect to the election and promotion of greatest participation.
- 8.3 The Nominations Committee shall notify its nominations to the membership no less than 30 days prior to the Annual General Meeting.
- 8.4 Any member of Democrats Abroad Denmark wishing to run for office as an Officer or a Member-at-Large of the Executive Committee or Voting Representative (if applicable) and not nominated by the Nominations Committee, shall declare his/her candidacy at least 14 days before the Annual General Meeting by a letter, fax or email addressed to the Chairperson of the Nominations Committee. The Secretary shall send ballots by mail, fax, email or web to the membership of Democrats Abroad Denmark no earlier than 13 days before the Annual General Meeting and no later than 10 days before such meeting. The Secretary shall also send, by similar means, a brief candidate statement for each candidate for office.
- 8.5 Since elections include voting by mail, fax, email or web ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filled.

**Article IX: Elections and Removal from Office**

- 9.1 The Officers and Members-at-Large of the Executive Committee and Voting Representatives (if applicable) shall be elected by a majority of votes of (i) the members voting (in person or by proxy) at the Annual General Meeting and (ii) by mail, fax or electronic ballot (e.g., email, web) counted at the Annual General Meeting. In the event of the use of mail ballots, ballots received by mail shall be kept unopened and delivered to tellers appointed by the meeting to count the votes.
- 9.2 Any Officer or Member-at-Large of the Executive Committee or Voting Representative (if any) may be removed from office by a vote of two-thirds of (i) those present at a duly convened General Meeting of the membership and (ii) those voting in a duly organized vote by mail or electronic ballot (e.g., email, web) on the question. Notice of any meeting under this Section 9.2 must be given in writing to the membership at least 30 days in advance.
- 9.3 If the position of Chairperson becomes vacant for whatever reason, the Vice-Chairperson shall succeed to the office of Chairperson and appoint a Vice-Chairperson in accordance with Article X.
- 9.4 After the adoption of the Bylaws amendments of January 24, 2012, and for the purpose of aligning the elections of Democrats Abroad Denmark with the guidelines of the DPCA to hold elections in odd-numbered years, the next election of Officers and Members-at-Large of the Executive Committee will take place in the first quarter of 2013. Notwithstanding the two-year term stipulation of Section 7.1, the term of the sitting Executive Committee will be extended until noon of March 31, 2013, and this extended term shall be considered one full term. Thereafter the term of the Officers and Members-at-Large of the Executive Committee and Voting Representatives (if any) shall resume for two-year periods.

**Article X: Vacancies**

- 10.1 In the case of a vacancy among the Officers or the Members-at-Large of the Executive Committee or among Voting Representatives (if applicable), the Chairperson shall appoint a member to fill the vacancy within 30 days of such vacancy. Within 90 days of such an appointment, the remaining Officers and Members-at-Large of the Executive Committee shall vote to approve said appointment by a majority vote.
- 10.2 The term for any Officer or Member-at-Large or Voting Representative appointed according to Article X shall be only until the next regular election. Such an appointee may run for office at the next regular election according to the rules of the Bylaws.
- 10.3 If the appointee's period of office until the next regular election is less than 365 days, it shall not count towards term limits set forth in Section 7.1.

**Article XI: Notice**

Notice of (i) Annual General Meetings, (ii) General Meetings at which elections and removals from office will be held, and (iii) General Meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. Notice of other General Meetings of members (with no less than 14 days written notice) and of the Executive Committee (with reasonable notice under the circumstances) shall be given by such method as the Chairperson shall from time to time reasonably prescribe.

**Article XII: General Meetings**

- 12.1 An Annual General Meeting of members shall be held no later than March 31 of each calendar year and shall act upon the following: (i) approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers and Members-at-Large of the Executive Committee and Voting Representatives (if applicable), and (iii) such other business as the Chairperson shall deem appropriate.
- 12.2 Other General Meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) one-third of the Executive Committee, or (iii) ten percent (10%) of the membership who require the holding of a General Meeting.
- 12.3 General 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. The provisions regarding notice apply only to General Meetings of the membership.
- 12.4 General Meetings of Democrats Abroad Denmark may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a three-fourths majority.
- 12.5 For the purposes hereof, a quorum shall consist of:
  - (i) The presence of either the Chairperson or the Vice-Chairperson, and members equal to twenty percent (20%) of the minimum number of members necessary to establish a Country Committee as established from time to time by the DPCA. (At the time of the adoption of this amendment, the current minimum number is 50 members).
  - (ii) For meetings of the Executive Committee, one-half of the elected members of the Executive Committee. The Chairperson or Vice-Chairperson shall be present.
  - (iii) For meetings of any Standing Committee or any ad hoc committee, the chair or the vice-chairperson of that committee and one other committee member.
- 12.6 If the Chairperson fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.
- 12.7 The agenda of a General Meeting shall include any item of business submitted in writing to the Chairperson in advance by members equal to twenty percent (20%) of the minimum number of members necessary to establish a Country Committee as described in Section 12.5 (i). The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chairperson in advance by two (2) members of the Executive Committee or of the subcommittee, as the case may be.
- 12.8 Any eligible member may cast a vote by written proxy (including electronic, fax, or personal transmission thereof) or letter on any specified item on the agenda of a General Meeting, and
  - (i) a proxy may be revoked in writing at any time prior to the call to order of a General Meeting, and
  - (ii) if during the course of a General Meeting, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another member who is present

a proxy for the meeting, valid for the duration of the absence from the meeting, and

- (iii) a member may hold no more than two proxies for other members, with the exception of the Secretary who may hold an unlimited number of proxies and vote or distribute these proxies according to any special instructions in the individual proxies.

12.9 All General Meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

### **Article XIII: Rules Applicable to the Executive Committee**

13.1 The functioning of the Executive Committee shall be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt and (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party and such rules and regulations as Democrats Abroad and/or the Democratic Party shall adopt from time to time. In the event of a conflict between (A) these Bylaws and the rules referred to in sub-clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub-clause (ii) of the previous sentence, the documents, rules and regulations of such sub-clause (ii) shall prevail.

13.2 In the event that a provision of the Bylaws or rules mentioned in Section 13.1 (i) are in conflict with the laws and regulations of Denmark, such provision will be amended to conform to the laws and regulations of Denmark according to the procedure for amendments stated in Article XIV of these Bylaws.

### **Article XIV: Amendments**

These Bylaws may be amended by the affirmative vote of two-thirds of the membership present in person or represented, and by letter, fax or electronic means, at a regularly constituted General Meeting. Voting solely by letter, fax or electronic means to amend the Bylaws shall be permitted if the proposed amendment has been discussed at the immediately preceding General Meeting. The written text of any proposed amendment shall be circulated with the notice of any General Meeting where said amendment shall be discussed or voted upon.

These Bylaws were originally adopted October 29, 2007, in Hellerup, Denmark.

Amended January 24, 2012, in Copenhagen, Denmark.