



DEMOCRATS ABROAD ITALY

BYLAWS

Adopted March 17, 2012, as amended May 27, 2013 and January 16, 2015

ARTICLE I - NAME

Section 1.1 The name of this organization is Democrats Abroad Italy (hereinafter “DA Italy”). Its legal headquarters shall be in Rome, Viale Castro Pretorio 122, and may be changed by resolution of the Board.

ARTICLE II - PURPOSES

Section 2.1 The Democratic Party Committee Abroad (also known as the DPCA or simply Democrats Abroad) is recognized by the Democratic Party of the United States as the official organization representing American Democrats who reside outside the United States of America. DA Italy is in turn recognized by Democrats Abroad as the official organization representing American Democrats who reside in Italy, Vatican City or San Marino (hereinafter, the “Territory”).

Section 2.2 The purpose of DA Italy is to advance the goals and interests of the Democratic Party of the United States, and provide its members with a vehicle for the conduct of its activities, to represent the interests of the members of Democrats Abroad who reside in the Territory, and, when appropriate, shall represent Democrats Abroad in the Territory.

It shall act as a forum for the consideration of issues which relate to United States citizens resident abroad and supervise activities of the Chapters (and any groups thereof) in such matters as the transmission of the views of Democrats Abroad in Italy to the DPCA and vice versa, both on party affairs and policy; and especially in campaign years, the organization of voter registration campaigns and encouragement of Get Out the Vote activities, the acquisition and distribution of campaign literature and materials, the coordination of visits, and related matters.

In order to achieve its purposes, DA Italy may engage in educational activities, the promotion of cultural events, historic and social research, conferences and other information programs and publications. It shall act in accordance and subject to the Charter and Bylaws of the Democratic Party of the United States and the resolutions and actions of the DNC, the Charter, resolutions and activities of the DPCA and these Bylaws.

ARTICLE III – MEMBERSHIP AND GEOGRAPHICAL COVERAGE

Section 3.1 Any American citizen of voting age living in the Territory who supports the ideals and principles of the Democratic Party of the United States and who wishes to belong to Democrats Abroad is eligible and may join by submitting a paper or electronic membership form. Qualifying American citizens who join DA Italy are automatically members of Democrats Abroad and vice versa. Membership is not transferable.

Section 3.2 For organizational purposes the country initially shall be divided into three chapters, Milan, Florence and Rome, responsible respectively for the following areas:

Northern Italy: BOUNDARIES specified in Attachment A
Central Italy: BOUNDARIES specified in Attachment A
Southern Italy: BOUNDARIES specified in Attachment A

The boundaries may be changed at any time by two-thirds affirmative vote of the Board.

Other chapters may be created or closed from time to time in accordance with Article VI below. Each DA Italy member is assigned to his or her local chapter.

Section 3.3 No fees, dues or past voting record shall be required as a condition of membership.

ARTICLE IV - COUNTRY-WIDE OFFICERS

Section 4.1 DA Italy shall have the following Country-wide Officers: a Country Chair, a Country Vice Chair, a Country Secretary, a Country Treasurer and a Country Counsel.

Section 4.2 The Country Chair and Vice Chair shall be of opposite gender.

Section 4.3 Country-wide Officers shall be elected at the General Membership Meeting in odd-numbered years as specified in Article VII for a term of two (2) years.

Section 4.4 Duties of Officers:

- (a) The Country Chair shall be the legal representative of DA Italy and the Chief Executive Officer of the organization, and shall preside at all General Membership Meetings and all meetings of the Board. The Country Chair shall have responsibility for the day-to-day activities of DA Italy 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 DA Italy. The Country Chair shall be a voting member of all Chapters, Standing Committees and ad hoc committees. The Country Chair shall be a

member of and attend meetings of the Democratic Party Committee Abroad (hereafter, the “DPCA”).

- (b) The Country Vice Chair shall be legal representative if the Country Chair is unable to act, and shall undertake such other specific duties as the Country Chair may direct, and shall be a member of and attend meetings of the DPCA.
- (c) The Country Secretary shall maintain a list of members of DA Italy as may be prescribed from time to time by the DPCA, record and maintain minutes of all meetings of DA Italy and the Board, and shall keep all files and administrative and archival records of DA Italy. All such files and records shall be available for inspection by any Board Member, Country-wide Officer or Officer of the DPCA, or their representatives.
- (d) The Country Treasurer shall be responsible for the financial management of the organization, including the preparation of the budget, and shall be responsible for financial record-keeping and any reporting required by law. The Country Treasurer shall maintain the financial records of DA Italy. Preferably the positions should be held by an accountant. The Country Treasurer, Country Chair and Country Vice Chair shall have signature power over any bank account or other financial accounts opened by DA Italy; such signature power shall require the signature of any two (2) officers for amounts exceeding an amount set from time to time by Standing Resolution of the Board.
- (e) The Country Counsel shall be responsible for managing all compliance activities, including by advising or seeking the assistance of outside legal advisors on all matters of a legal and regulatory nature, including laws and regulations applicable to DA Italy in the Territory and in the United States. The Country Counsel shall liaise with the International Counsel of Democrats Abroad, as necessary, and shall act as parliamentarian at all meetings of DA Italy, unless absent or excused therefrom.

Section 4.5 All officers of DA Italy shall serve until their successors are elected. Neither the Country Chair nor the Country Vice Chair of DA Italy may serve more than two (2) consecutive terms, nor may any Chapter Chair serve more than two (2) consecutive terms, unless specifically consented to in writing by the Board.

Section 4.6 Upon the resignation or removal of a Country-wide Officer, the vacancy shall be filled by majority vote of Board members voting at a meeting of the Board, to take place not later than forty-five (45) days after such vacancy occurs.

Section 4.7 Any officer who does not participate at four (4) consecutive meetings without justifying their absence will be considered to have resigned.

Section 4.8 **The Chair and Vice Chair shall be Voting Representatives under the DPCA Charter.** Should DA Italy be entitled to more Voting Representative(s) under the DPCA

Charter, or should DA Italy decide to elect a non-voting Representative, such elections shall take place at the meeting described in Article VIII. A majority vote of those present in person or by electronic means shall be required for election.

ARTICLE V - BOARD

Section 5.1 There shall be a Board consisting of the Country-wide Officers of DA Italy, the Chapter Chairs and DA Italy members currently or formerly serving as DPCA International Officers. The Board shall meet with and advise the Country Chair. Country-wide Standing Committee Heads may attend meetings of the Board and shall have the right to speak, but in no event shall they have a vote on the Board.

Section 5.2 The Board shall be the principal organ of DA Italy. It shall determine policies and procedures of DA Italy, assure conformity with the norms of DPCA and the Democratic National Committee, and generally oversee the operations of DA Italy.

Section 5.3 The Country Chair may at any time call a meeting of the Board. At least one (1) week's notice of a meeting shall be given unless the Country Chair otherwise determines and no two (2) voting members dissent within twenty-four (24) hours of receiving notice. On written request by two (2) members of the Board specifying the purpose therefor, the Chair shall call a meeting of the Board. A quorum shall consist of half the number of members of the Board plus one. Except as otherwise provided herein, all decisions of the Board shall require approval by a majority of the members present in person or by electronic means. In the event of a tie, the Chair's vote shall prevail.

Section 5.4 The Board may delegate some but not all of its functions to one or more of its members for such time and upon such conditions as specified when delegating.

ARTICLE VI – CHAPTERS

Section 6.1 Additional chapters may be duly recognized from time to time by the Board of DA Italy. To qualify as a Chapter, a group must have at least twenty (20) members, all of whom shall be resident within the boundaries of the relevant geographical area listed in annex A. Chapters may be recognized or dissolved by a two-thirds vote of the Board present and voting.

Section 6.2 From time to time the Board shall adopt Standing Resolutions for the governance of the Chapters.

Section 6.3 Each Chapter shall be headed by a Chapter Chair elected from among its membership at a meeting. The initial election of the Chair for any new Chapter shall be held within 30 days of its recognition by the Board of DA Italy. Thereafter, the Chapter Chair shall be elected from among its membership at a meeting to be held within 30 days after the General Membership Meeting that has elected the Officers of DA Italy. The Chapter may elect such officers as it deems necessary from its membership. All Chapter chairs are members of the DA Italy Board. The chapter chairs shall have, among others, the duty to assist in the organization of

DA Italy matters in their area, especially facilitating communications between members in the area and the Board and assisting smaller local groups.

Section 6.4 Chapters shall be recognized only for the internal purposes of DA Italy and shall be an integral part of DA Italy. They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Board shall from time to time adopt, as well as the Charter of Democrats Abroad and its Standing Resolutions. They shall have no Bylaws of their own. They shall not operate any separate bank accounts unless approved by the Country Chair and Country Treasurer. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of DA Italy and upon request of the Country Chair or Country Treasurer shall be transferred to such Democrats Abroad Italy account as may be indicated.

Section 6.5 Each Chapter Treasurer shall be subject to the supervision of the Country Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the Charter of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance.

Section 6.6 A quorum for a Chapter meeting shall be ten (10) members, present in person, or by electronic means, except for election meetings, where a quorum shall consist of the lesser of twenty (20) members or one-half of the members, present in person or by electronic means.

ARTICLE VII - MEETINGS GENERALLY

Section 7.1 All General Membership Meetings of DA Italy, except as specifically noted otherwise, may be held in person and/or by electronic means, which shall mean whenever used in these Bylaws (i) a personally verifiable method which can be reduced to written form or (ii) a voice communication received by an officer of Democrats Abroad Italy, provided that in all cases the technology for conducting the meeting shall be available to all voting members and shall permit an adequate means of open debate.

Section 7.2 All General Membership Meetings, meetings of the Board, and of the Chapters shall be open to all members of DA Italy unless the Country Chair (or Chapter Chair, as the case may be) determines that it is required in the best interest of DA Italy to limit attendance to members of the body in question. Notice of meetings shall be given to all voting members and to non-voting members.

Section 7.3 An Annual General Membership Meeting of DA Italy shall be held prior to March 31 every year. The Board may call such other General Membership Meetings as it deems appropriate.

Section 7.4 Every effort shall be made to obtain full and widespread notice of the time and place of the meeting, including but not limited to providing notice by mail or electronic means to all members of DA Italy. The Annual General Membership meetings shall be hosted by different Chapters of DA Italy on a movable basis as determined by the Board, and shall be organized in a way to allow members to participate in person, by proxy or electronically

Section 7.5 All General Membership Meetings shall be called by the Country Chair upon thirty (30) days prior notice; provided, however, that the Board may authorize a call with no less than seven (7) days notice if it determines that exceptional circumstances so require. The Annual General Membership Meeting shall require a quorum (physical and electronic participation) of at least fifty (50) members, provided, however, that if one hour after the time scheduled, the number is less, the quorum shall be reduced to twenty (20) members.

The Meeting shall: (i) approve the balance sheet of the prior fiscal year and make recommendations for the then-current year; (ii) receive a report of the activities of the Board presented along with such other reports as the Board may deem appropriate; and (iii) in odd-numbered years, elect the officers of DA Italy.

Section 7.6 All meetings of DA Italy at whatever level shall be conducted in accordance with and in the following order of priority in the event of a conflict: the rules of the DNC, DPCA, these Bylaws, any applicable Standing Resolutions or rules adopted by the Board, and the latest edition of Robert's Rules of Order.

Section 7.7 Voting in all meetings may be by show of hands, roll call, written ballot or electronic means and in all events shall be open and may not be secret. If in written format, ballots must be signed either physically or electronically in order to permit identification of the person voting. All members who have joined at least 15 days prior to a given meeting shall have the right to cast one vote.

ARTICLE VIII - PROXY VOTING

Section 8.1 The use of proxies granted to a member physically present by a member or members not physically present shall be permitted at all meetings except the Board, provided that in elections for Country and Chapter Officers no member may hold more than four (4) proxies, or such lesser number as may be required by the DPCA. Completed proxies shall be kept with the minutes of such meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or electronically. The proxy shall name the person to whom the proxy is being given and may be (i) either general or limited, (ii) uninstructed or instructed and (iii) shall be transferable only to a member from the same Chapter.

ARTICLE IX - REMOVAL

Section 9.1 After notice and opportunity for hearing and upon grounds found by two-thirds of the Board to constitute good and sufficient cause, the Board may remove any member of DA Italy from membership in DA Italy and/or any office that such person may hold (including without limitation any elected office), pursuant to the procedures set out in the Charter of Democrats Abroad.

Should the Country Chair deem any action by any member to be seriously and immediately deleterious to the interests of Democrats Abroad Italy or any of the other organizations specified in Section 2.1, the Chair may immediately suspend such member and shall immediately inform the Board. The first sentence of this Section shall then apply in the shortest time reasonably possible.

Section 9.2 A member of DA Italy who shall cease to have her or his principal residence in the Territory shall be deemed to have resigned from DA Italy effective upon her or his change of principal residence.

ARTICLE X - NOMINATIONS

Section 10.1 No later than January 31st of each odd-numbered year, a Nominating Committee of three members, no more than one of whom shall be on the Board, shall be named by the Country Chair. Members of the Nominating Committee may not be Candidates for Country Officers. The Nominating Committee shall be responsible for the nomination of candidates for Country Officers.

Section 10.2 The Board shall decide, in view of local circumstances and to promote the greatest participation, whether the elections shall be conducted (i) by mail ballot or by electronic processes to be counted at the election meeting, (ii) by in-person vote, or (iii) a combination of the foregoing, and shall adopt the rules with respect to the election.

Section 10.3 If the elections are to be conducted by mail and/or by electronic processes, any member of the organization wishing to run for office and not nominated by the Nominating Committee shall declare his/her candidacy by a letter, fax or email addressed to, and received by, the Chair of the Nominating Committee at least fourteen (14) days before the meeting at which an election is to be held. The Chair shall send ballots by mail, fax or email to the membership of the organization no earlier than fifteen (15) days before the election meeting and no later than five (5) days before such meeting.

Section 10.4 If the elections are to be held by mail and/or electronic means, no nominations may be made from the floor except when there is no declared candidate for an office to be filled. If the elections are to be conducted by in-person vote, nominations for all positions to be filled may be made from the floor of the election meeting.

ARTICLE XI – DISTRIBUTION OF ASSETS; LIQUIDATION

Section 11.1 At no time, including upon liquidation, shall any funds or other assets of Democrats Abroad Italy be distributed to any individual. In liquidation, they may be devolved upon associations with similar purposes, such as Democrats Abroad, or the Democratic National Committee.

ARTICLE XII - AMENDMENTS

Section 12.1 These Bylaws may be amended (i) by the general membership of DA Italy by a majority of two-thirds of those voting or (ii) by a three-fourths vote of the entire Board of DA Italy.

Attachment A: Proposed distribution for the 3 initial chapters, based on a membership count on Feb. 22, 2012

	N° members	N° Region	%
Milan:			
VAL D'AOSTA	4		
LIGURIA	33		
LOMBARDY	529		
PIEDMONT	77		
EMILIA ROMAGNA	168		
FRUILI VENZIA-GIULIA	33		
TRENTINO-ALTO ADIGE	15		
VENETO	118	992	31.39
MARCHE	15		
Florence:			
TUSCANY	887		
UMBRIA	80		
ABRUZZO	11		
SARDINIA	11	989	31.30
Rome:			
LAZIO	1089		
PUGLIA	29		
BASILICATA	2		
CALABRIA	9		
CAMPANIA	23	1179	37.31
MOLISE	2		
SICILY	25		
	3160	3160	100