



## DEMOCRATS ABROAD SPAIN BYLAWS

(as approved in Valencia, June 16, 2018)

### ARTICLE I – NAME

**Section 1.1** The name of this organization is Democrats Abroad Spain (hereinafter “DA Spain”).

### ARTICLE II – PURPOSES

**Section 2.1 Democratic Party Committee Abroad** (the “DPCA”) is the organization that represents all United States citizens residing outside the United States who wish to adhere to the principles and further the aims of the Democratic Party of the United States of America. The DPCA is widely known as Democrats Abroad. The DPCA has recognized DA Spain as the official organization representing American Democrats who reside in the Kingdom of Spain (hereinafter, the “Territory”) and as a constituent unit of the DPCA. These Bylaws are subject to the Charter of the DPCA and shall be in accordance with the charter and bylaws of the Democratic National Committee of the Democratic Party (the “DNC”) in all matters.

**Section 2.2 Objectives** The purpose of DA Spain shall be (to the extent allowed by U.S. law) to:

- (a) promote the interests of the Democratic Party to Americans residing within Spain;
- (b) promote the election of Democratic candidates to public offices at all levels of government;
- (c) assist in the adoption of a party platform that recognizes the particular concerns of Americans living abroad and specifically within Spain; and
- (d) represent the general membership of DA Spain at all levels of the Democratic Party.

### ARTICLE III – MEMBERSHIP

**Section 3.1 Membership Requirements** Any citizen of the United States of America of voting age, whose principal residence is Spain and who supports the principles, goals and purposes of the Democratic Party.

**Section 3.2 Membership Application and Data Management** Personal data collected from DA Spain applicants (including names, date of birth, local address and voting address, telephone numbers and e-mail addresses) shall be kept confidential and shall not be disclosed outside of DA Spain other than to the DPCA as required by the DPCA Charter.

**Section 3.3 Membership Dues** No fees or dues or past voting record shall be required as a condition of membership or voting status.

**Section 3.4 Equality** Discrimination in the conduct of the affairs of DA Spain on the basis of race, gender identity, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status, philosophical persuasion or physical disability shall be prohibited. To the greatest extent possible, all the various positions, opinions and viewpoints of the Democratic

Party and the US Democratic community shall be represented within DA Spain.

**Section 3.5 Confidentiality of Membership Data** All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. Within DA Spain, no person other than the Country Chair, the Vice Chair and the Secretary shall have access to any personal data collected from DA Spain members other than as necessary to carry out a specific task assigned to a DA Spain member by the Executive Committee.

**Section 3.6 Restrictions on Data** 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 Democrats Abroad Spain. 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.

#### ARTICLE IV - COUNTRY-WIDE OFFICERS

**Section 4.1 Elected Officers of DA Spain** (the "Officers") shall be the Country Chair, Vice Chair, Secretary, Treasurer, DPCA Voting reps, immediate past president and Counsel.

- (a) **Chair** The Chair shall be the 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, with full voting privileges. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee.
- (b) **Vice Chair** The Vice Chair shall act in the absence of the Country Chair and shall become Country Chair in case of a vacancy in the office of Country Chair until the next Annual General Meeting at which Officer elections are held. The Vice Chair shall be a member of and attend meetings of the DPCA in accordance with the DPCA Charter.
- (c) **Secretary** The Secretary shall maintain a list of members of DA Spain in such manner as may be prescribed from time to time by the DPCA, record and maintain minutes of all meetings of DA Spain and of the Executive Committee and shall keep all files and administrative and archival records of DA Spain. All such files and records shall be available for inspection by any DA Spain member as well as by any officer or appointed representative of the DPCA.
- (d) **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 (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). The Treasurer shall have signature power over any bank or other financial accounts opened by DA Spain. The Country Chair and Vice Chair shall receive copies or updates of DAS financial accounts upon request. Any security codes or similar information necessary for access to any such account (such as passwords, and PINs) shall be held by the Treasurer, but must be provided to the Country Chair and/or the Vice Chair upon request. The Treasurer shall maintain an active correspondence with and oversight of Chapter

Chairs or Chapter Treasurers at least annually.

- (e) **DPCA Representative(s)** shall be DA Spain country committee officers. They are elected to represent DA Spain at International meetings and vote as allowed by the DPCA Charter. The number of DPCA Voting Representative(s) are assigned to country committees of the DPCA in accordance with DPCA's Charter procedure.
- (f) **Counsel** The Counsel shall be available for consultation by the Executive Committee on interpretive and procedural questions relating to DA Spain and its activities, including interpretation of and compliance with these Bylaws, the Charter of the DPCA and the charter and bylaws of the DNC. The DAS counsel shall seek guidance from the Counsel of DA as needed or requested by the Excom.

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

**Section 4.3 Membership Requirement** Any Officer must be a member of DA Spain at the time of his or her election and throughout his or her tenure.

**Section 4.4 Committee Appointments** The Country Chair, with the majority approval of the Executive Committee, may appoint Committee Chairs for specific duties e.g., Membership, Voter Registration, GOTV, Fundraising, Communications, Special Events, etc). Any Committee Chairs so appointed shall take part in meetings of the Executive Committee and shall be considered Officers for the purposes of these Bylaws but shall have no right to vote.

**Section 4.5 Term Limits** No Officer of DA Spain may serve three full terms in an office consecutively.

**Section 4.6 Majority Vote** Officers and DPCA representatives positions shall be elected by a majority of the listed members of DA Spain considered present in person or by webcast, and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (a) Each officer shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article IX.

**Section 4.7 Nominations and Election Committee** At least two months prior to each Annual General Meeting at which Officers are to be elected, the Country Chair, with the approval of the Executive Committee, shall establish a Nominations and Elections Subcommittee consisting of at least three members of the Executive Committee.

- (a) The Nominations and Elections Subcommittee shall seek out members interested in serving as Officers and At-Large Representatives of DA Spain and, at a meeting of the Executive Committee to be held no less than four weeks and no more than eight weeks prior to such Annual General Meeting, shall submit to the Executive Committee for its approval a list of recommended nominees for all positions. Such list, as approved by the Executive Committee, shall be submitted to the members at least three weeks prior to the Annual General Meeting.
- (b) Nominations for Officers and At-large Representatives may also be made from the floor at the Annual General Meeting for any non-contested positions; no second shall be

required for any such nomination.

**Section 4.8 Ballot Collection** Upon completion of the nominations process, including nominations from the floor for positions without a candidate, voting to elect all positions shall take place. Those members physically present in the room where the election is being held, shall vote using physical ballots or the electronic method as determined by the NEC. Those present by web (as defined in 4.6a above) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the following sequence:

- (a) Chair
- (b) Vice Chair
- (c) DPCA Voting Representatives
- (d) Secretary
- (e) Treasurer
- (f) Counsel

**Section 4.9 DPCA Voting Representatives** At International meetings and other circumstances when votes are taken by the DPCA, the Chair, Vice Chair, and any DPCA Voting Representative(s) shall have equal voting strength among the votes assigned to DA Spain. As allowed by the DPCA Charter, no person voting for DA Spain shall carry more than two (2) votes, exclusive of any proxy votes allowed by the DPCA Charter. The number of DPCA Voting Representative(s) elected by DA Spain shall be determined so as to limit any personal voting strength to no more than two votes. Any member of DA Spain can be a DPCA Voting Representative. The DPCA Voting Reps will be elected in a manner in which gender balance is met through a ranked voting system. The highest vote total is the first rep, the next would be of the opposite gender until all positions are filled. In the event of loss of designated voting reps by the DPCA annual recalibration, the lowest ranked vote total positions would be eliminated first.

**Section 4.10 Resignation or Removal of an Officer** Upon the resignation or removal of an Officer other than the Country Chair, the vacancy shall be filled by a majority vote of the Executive Committee members present and voting at the meeting of the Executive Committee immediately following such resignation or removal.

## ARTICLE V - EXECUTIVE COMMITTEE

**Section 5.1 Voting members of the Executive Committee** shall consist of:

- (a) the Country Chair
- (b) the Vice Chair
- (c) the Secretary
- (d) the Treasurer
- (e) The Counsel
- (f) any DPCA Voting Representative(s) (if warranted by DA Spain membership numbers in accordance with the DPCA Charter)
- (g) Each Chapter Chair and Vice Chair or his or her appointed representative from that chapter
- (h) Immediate past Country Chair, so long as he or she was not removed for cause.

**Section 5.2 Responsibilities of Executive Committee** shall include general responsibility for the affairs of DA Spain between Annual General Meetings and shall act as its steering committee. It shall have the right to review and approve the activities of the Officers of DA Spain as well as of the various Chapters, to approve the appointment of any Deputy Vice Chair, to form sub-committees and to review their activities, to authorize budgets and approve any expenditures in excess of \$500 and to take such other action as shall be in accordance with these Bylaws and determined by it to be desirable in the administration of DA Spain.

**Section 5.3 Quorum of the Executive Committee** shall require the presence of

- (a) the Country Chair or Vice Chair and
- (b) a simple majority from among the following:
  - (i) other voting members of the DA Spain Executive Committee, and
  - (ii) any DA Spain member designated by a Chapter Chair to represent such Chapter Chair during his or her absence from a DA Spain meeting.
  - (iii) Each officer of the Executive Committee may hold one proxy and vote as directed.

**Section 5.4 Decisions by a Simple Majority** made by the Executive Committee of those voting members present and recorded proxies

**Section 5.5 Regular Meetings of the Executive Committee** shall be held at least quarterly with with at least 7 days advance notice.

## ARTICLE VI – CHAPTERS

**Section 6.1 Chapter Development** Every effort shall be made to develop regional Chapters of DA Spain in cities in the Territory wherever there are enough interested Democrats to form a Chapter.

**Section 6.2 Initial Membership Requirement** Each DA Spain Chapter shall have a minimum of 20 registered members and shall, upon the recommendation of the Country Chair, have been recognized by the Executive Committee (and not have had such recognition withdrawn). An individual can be a member of only one DA Spain Chapter. Each Chapter may organize itself according to its needs and the size of its membership.

**Section 6.3 Recognition Requirements** A new Chapter of DAS may be recognized as an official chapter with all rights granted under these by-laws when:

- (i) It presents the Executive Committee with the names and signatures of at least 25 people who meet the membership criteria defined under by-law Article 3 and live in or near the same geographical area of Spain (such document to include a date and a statement identifying the purpose for which the signatures were obtained);
- (ii) It presents the minutes of a meeting recording that elections were held for the executive offices of Chair, Vice-Chair, Treasurer and Secretary and lists the names of the individuals elected to these offices; and
- (iii) It presents evidence that the above meeting was publicized at least thirty days before it took place and was organized in accordance with by-law Article 17.
- (iv) No person may serve on the Executive Committee and on a regional Chapter

executive committee concurrently.

**Section 6.4 Meeting Requirements** Each Chapter shall hold a general meeting at least once every year (each such meeting, an "Annual Chapter Meeting") to take any action related to the activities of the Chapter. In odd-numbered years, the election of a Chapter Chair shall be held at such Annual Chapter Meeting in accordance with such election rules as may be adopted by the Executive Committee from time to time. The minutes of such meeting shall be promptly forwarded to the Secretary or Chair of DA Spain. The Annual Chapter Meeting for each Chapter shall take place prior to but no more than 60 days in advance of the Annual General Meeting of DA Spain for such year. Chapter meetings for other purposes may be held at any time. Notwithstanding any election result, the Chapter Chair shall retain the power of removal for elected position holders for any reason at any time.

**Section 6.5 Chapter Boundaries** The Country Chair shall have the right in consultation with the Executive Committee to adjust Chapter boundaries as necessary to maintain efficient operation of DA Spain, such adjustment to be binding unless the Executive Committee shall decide otherwise at the meeting of the Executive Committee immediately following such decision by the Country Chair.

**Section 6.6 Characteristics of Chapter and Restrictions on Activity** The Chapters shall be recognized only for the internal purposes of DAS and are an integral and integrated part of DAS. They shall be subject to and operate solely in accordance with these Bylaws, as applicable, and such standing resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. They shall not operate any separate bank accounts. All fundraising events held by a Chapter shall be directly for the account of Democrats Abroad Spain. The requirement for a Chair and Vice-Chair to be of the opposite gender is preferable.

**Section 6.7 Chapter Funds** Notwithstanding Section 6.6 above, Chapters may collect funds to cover the costs and expenses of Chapter events (including, but not limited to budgeted expenses) provided that in such collection of funds it is made clear that such funds are for the purposes the objectives of DAS or the local Chapter. Chapters shall deposit funds in excess of 300€ to the registered account of Democrats Abroad Spain.

**Section 6.8 Quorum for Non-Election Chapter Meeting** A meeting of a Chapter shall be considered to have a quorum if at least the lesser of 20 members or 25% of members are present in person (or by proxy, by teleconference, video-conference, or internet-conference or such other method as may be approved for meetings by the DAS Executive Committee). The presence of the Chair or Vice Chair is required for quorum.

**Section 6.9 Quorum for Chapter Meeting with Elections** A Chapter meeting in which elections are held shall require a quorum of the lesser of 25 members or one-third of the members. The presence of the Chair or Vice Chair is required for quorum.

## **ARTICLE VII - ELECTIONS**

**Section 7.1 Nominations and Elections Committee** Regular DA Spain elections for officers

are held in the odd years, no later than 31 March. At least two months prior to the Annual General Meeting, 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 solicit and 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.

**Section 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 eligibility, proxy and voting procedures and procedures for notifying members of the election process using email and social media. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via a verifiable electronic means (e.g., by fax, e-mail, via the Web, online voting service, etc.)

**Section 7.3 Nominations** 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 or by email addressed to the Chair of the Nominations Committee. Such nomination shall also be seconded in writing. Where voting by mail or electronically is permitted, no nominations from the floor of the annual meeting shall be permitted for that position. If there have been no prior nominations for the position of an elected office as set out above, nominations may be made from the floor of the annual meeting in respect of such office. In such case only those present or represented by proxy at such meeting may vote on such position.

**Section 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 Democrats Abroad Spain members no less than 14 days before the election meeting.

**Section 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 Democrats Abroad Spain website.

**Section 7.6 Restrictions on Nominations from the Floor** At an election meeting if there are no declared candidates 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.

**Section 7.7 Nominations for Special Election** In the case of an 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).

**Section 7.8 DPCA Election Procedures** The Democrats Abroad Spain 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 - MEETINGS GENERALLY**

**Section 8.1** The meetings of the Executive Committee, any committee of any Chapter or any subcommittee of either may be held in person or by telephone, video-conference, internet-conference or such other means as may be agreed upon by the members of such committee as long as the technology for conducting the meeting is reasonably available to all voting members and permits an adequate means of open debate.

**Section 8.2** All meetings of the Executive Committee, the Chapters and the General Membership shall be open to all members of DA Spain; provided, however, that meetings of the Executive Committee or any sub-committee of the Executive Committee may be closed to non-members by a vote of a majority of the members of the Executive Committee or such sub-committee, as the case may be, present and voting. Such decision to close a meeting shall only be taken where there is a matter which requires confidentiality, such as a disciplinary or conflict resolution proceeding or at the request of DA where a matter concerns confidential information.

**Section 8.3** A quorum for the Membership (AGM) shall be the lesser of 20% of the membership or 25 members in person, by telephone or other web based means. A simple majority is required for an Executive Committee meeting.

**Section 8.4** At least one meeting of the general membership of DA Spain shall be held every year between January 1 and June 30 (each such meeting, an "Annual General Meeting") with preference for the first quarter in odd years to conform with DPCA rules. The Country Chair shall give members at least six weeks' prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including, but not limited to, providing written notice by e-mail, or other means of electronic transmission to all members of DA Spain. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment to the Bylaws (as required by Section 10.2) and, if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations Subcommittee and approved by the Executive Committee pursuant to Section 4.7).

**Section 8.5** The Country Chair or 3 members of the Executive Committee shall call an extraordinary general meeting of the membership upon the request of a majority of the Executive Committee. Any extraordinary general meeting shall be held in the same manner as an Annual General Meeting, including the requirements for notice.

**Section 8.6** The Annual General Meeting shall be the highest authority of DA Spain, subject to the provisions of these Bylaws.

**Section 8.7** At each Annual General Meeting, the country committee officers shall present a report of their activities since the previous Annual General Meeting. All Chapter Chairs and At-Large Representatives shall also present a brief report of their activities.

**Section 8.8** All meetings of DA Spain at whatever level will be conducted in accordance with and



in the following order of priority in the event of a conflict: these Bylaws, any rules for the conduct of meetings adopted by the Executive Committee and the latest edition of Robert's Rules of Order. Every practicable effort shall be made, within the parameters set by aforementioned regulations, to ensure that all members who wish to speak shall be heard.

**Section 8.9** Voting in all meetings may be by show of hands, roll call, written ballot or such other electronic means as may be agreed by those present and voting remotely, and in all events shall be open and may not be secret. All ballots must be signed either physically or electronically in order to permit verification that the person voting is a member of DA Spain.

## **ARTICLE IX - RESIGNATION OR REMOVAL FROM OFFICE**

**Section 9.1** Any DA Spain officeholder may resign by written notice to the Country Chair or Vice Chair. Any member of the Executive Committee who has missed three consecutive scheduled meetings without notification to one of the officers, or six scheduled meetings in any calendar year, shall be deemed to have resigned.

**Section 9.2** After notice and opportunity for hearing and upon grounds found by two-thirds of the full membership of the Executive Committee to constitute good and sufficient cause, the Executive Committee may remove any member of DA Spain from membership and/or any office that such person may hold in DA Spain (including without limitation any elected office). Pursuant to the Charter of the DPCA, any member or officeholder of DA Spain may also be removed for cause. The Executive Committee shall develop and maintain a standing resolution establishing a procedure for appeals to any such removal.

**Section 9.3** In the event of a vacancy of the Chair, the Vice-Chair shall become Chair until the next annual general meeting at which regular elections of Officers are held.

**Section 9.4** Any Officer elected at a special election shall serve only until the next regular election in an odd year (Annual General Meeting). The time served shall not count as a term served for the purposes of Section 4.5, if such time is less than one year and a day.

**Section 9.5** A member of DA Spain who shall cease to have her or his principal residence in the Territory shall be deemed to have resigned from DA Spain effective upon her or his change of principal residence.

## **ARTICLE X – AMENDMENTS**

**Section 10.1** These Bylaws may be amended by the general membership of DA Spain by a three-fifths majority of those present and voting by other electronic methods at an Annual General Meeting.

**Section 10.2** Amendments to these Bylaws may be suggested to the Country Chair by any member. Notice of intent to amend these Bylaws and a copy of any proposed amendment must be given to members at least three weeks before such an Annual General Meeting.

## **ARTICLE XI - ADOPTION OF THESE BYLAWS AND TRANSITIONAL RULES**

**Section 11.1** These Bylaws shall be effective immediately upon adoption by the general membership of DA Spain in accordance with the then-effective bylaws of DA Spain at a duly

constituted Annual General Meeting and shall replace any previously effective bylaws of DA Spain.