

Democrats Abroad Spain Bylaws Adopted December 30, 2003, in Barcelona, Spain (as amended April 21, 2007, in Madrid, Spain and as amended March 24, 2012, Barcelona, Spain.)

BYLAWS DEMOCRATS ABROAD SPAIN

Article 1: Name and Place

1.1 *Democrats Abroad Spain.* The name of this organization shall be "Democrats Abroad Spain" ("DAS").

Article 2: Purpose and Relationship to Democrats Abroad

2.1 *Maintain Status.* The organization shall apply for admittance, and perform all necessary acts to maintain its status, as a Country Committee to the Democratic Party Committee Abroad (the "DPCA" or "Democrats Abroad").

2.2 *Purpose.* The purpose of the organization shall be to advance the interests of the Democratic Party of the United States (as stated in the Charter of the Democratic Party, as amended from time to time) and of Democrats Abroad and to provide for appropriate action by its supporters residing in Spain.

Article 3: Members

3.1 *Requirements for Membership.* Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in Spain.

3.2 *Representation of Various Opinions.* To the greatest extent possible, all the various positions, opinions and viewpoints of the Democratic Party and of the United States Democratic community in Spain shall be represented within the organization.

3.3 *Application for Membership.* To join DAS, a member must meet the objective requirements of 3.1 above and must complete a membership form using such paper or other medium (e.g. on-line form) as the Executive Committee shall from time to time approve and make available, including information on the member's name, mail and email addresses, telephone and fax numbers and U.S. voting district, state and such other information as may be requested on the membership form.

3.4 *Member List.* The current list of members as maintained by the Secretary pursuant to Article 8 shall be delivered to the appropriate officers of the DPCA in accordance with the DCPA Bylaws.

Article 4: Cessation of and Limitations on Membership

4.1 *Cessation of Membership.* Any member shall cease to be a member immediately if he or she fails to meet or no longer meets the qualifications of a member as set out in Section 3.1 pertaining to voting age, citizenship and residency requirements (effective upon such failure to meet the requirements). Any such former member may be reinstated on the same conditions as a new member.

4.2.1 Restrictions on Membership. The Executive Committee may, notwithstanding the fulfilling of the requirements under 3.1, restrict a member's ability to use the DAS website, post comments, hold positions, chair committees, or restrict or revoke other such privileges, including membership, as the Executive Committee may determine, acting in the best interests of DAS, in accordance with the procedures set out herein:

4.2.2 If a member engages in activities or conduct which tend to injure the good name of the DAS, disturb its well-being, or hamper it in its work, at the request of a member of DAS the Executive Committee shall initiate and oversee a process to resolve such conflict within DAS within 2 weeks.

4.2.3 If the conflict cannot be solved by the intervention of the Executive Committee members and those involved in the conflict, the matter shall be referred to an *ad hoc* conflict resolution committee consisting of 3 members, each from different chapters, if possible. Such ad hoc committee members will be chosen by the Executive Committee and the Chapter Chairs within 2 weeks after it is determined that the conflict cannot be resolved under 4.2.2. The 3 members of the *ad hoc* conflict resolution committee will review the situation and consult the DAS Bylaws, other applicable DAS or DA rules, guidelines, regulations, etc. and Robert's Rules of Order for guidance. The conflict resolution committee will, in person, by telephone or by email, explore possible solutions with the parties involved.

4.2.4 Every effort will be made to reach a satisfactory solution informally and discreetly within a period of no more than six weeks after the setting up of the *ad hoc* committee. Only if it can be shown that the continuing behavior impedes the smooth running of the organization, or is damaging to the reputation and/or the smooth running of the organization, or specifically contravenes the DAS Bylaws or other requirements of DA as from time to time exists, will the Executive Committee, acting on the advice of the ad hoc conflict resolution committee, restrict or in severe cases, revoke, member privileges as set out above in 4.2.1

Article 5: Officers

5.1 Officers. The Officers of the organization shall be the Chair, Vice-Chair, Secretary, Treasurer and Counsel to the Committee. The Vice-Chair shall be of the opposite sex from the Chair, if possible.

Article 6: Chair

6.1 Chair Duties and Ex-Officio Privileges. 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, and shall have responsibility for all activities approved by the organization. The Chair shall sit *ex-officio* on all committees of the organization with full voting privileges.

Article 7: Vice-Chair

7.1 Vice-Chair Duties and Replacement of Chair. In the absence of the Chair, the Vice-Chair shall call and preside at meetings of members and of the Executive Committee. The Vice-Chair shall have such other duties as the Chair shall define. In the case of a vacancy in the office of the DAS Chair, the Vice-Chair shall become DAS Chair until the next Annual General Meeting at which officer elections are held, pursuant to Section 16.3.

Article 8: Secretary

8.1 Duties of and Information Kept by Secretary. The Secretary shall maintain a current list of members of the organization containing such information as the DPCA may from time to time require (i.e. the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State, etc.), minutes of all meetings, and all files and administrative records of the organization. Minutes of

meetings shall be available for inspection by members who have not had their privileges restricted under Section 4.2. The Secretary shall have such other duties as the Chair shall define.

8.2 Confidentiality of Personal Data. Personal data collected from DAS members (including names, addresses, telephone numbers and e-mail addresses) shall be kept confidential and shall not be disclosed outside of DAS other than to the DPCA as required by the DPCA bylaws. Within DAS, no person other than the Chair, the Vice-Chair and the Secretary (and with regard to the members of any Chapter, the relevant Chapter Chair) shall have access to any personal data collected from DAS members other than as necessary to carry out a specific task assigned to a DAS member by the Executive Committee.

Article 9: Treasurer

9.1 Finances and Records. 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). All such records shall be open for inspection by members who have not had their privileges restricted under Section 4.2. The Treasurer shall have such other duties as the Chair shall define.

Article 10: Counsel

10.1 Advice of Counsel. The Counsel shall be available for consultation by the Executive Committee on interpretive and procedural questions relating to DAS and its activities. The Counsel shall consult with the Democrats Abroad International Counsel from time to time on contentious and/or relevant matters. The Counsel shall have such other duties as the Chair shall define.

Article 11: Executive Committee

11.1 *Composition of Executive Committee.* The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer and Counsel. In addition, Chapter Chairs and Vice Chairs (pursuant to Section 11.2) and Other Officers (pursuant to 12.3) shall serve on the Executive Committee.

11.2 *Voting by Chapter Chair and VC.* Chapter Chairs and Chapter Vice Chairs shall be *ex-officio* members of the Executive Committee with full voting privileges.

11.3 *Chairpersons and Other Officers Non-Voting.* The Chair may appoint Chairpersons of committees or Other Officers pursuant to section 12.3 (both subject to approval by a majority of the Executive Committee) but such Chairpersons and Other Officers shall not have voting privileges. Such Chairpersons and Other Officers will, however, be specifically given notice of meetings of the Executive Committee.

11.4 *Past Chair Non-Voting Officers.* Upon request at being named so, the past Chairs of DAS shall be appointed as non-voting Officers if they fulfill the member requirements under 3.1.

11.5 *Code of Conduct.* The Code of Conduct approved by the Executive Committee of DPCA on September 1, 2009 and as it is amended thereafter (hereinafter the "Code of Conduct") shall serve as a guide for the officers and committee members of DAS in determining the carrying out of their activities.

Article 12: Committees and Other Officers

12.1 *Creation of Committees.* The Chair may create one or more committees, (e.g., Membership, Voter Registration, Special Issues, Special Events, Fundraising and Communications, etc.) with such functions and responsibilities as he or she shall designate, setting out a job description including duties and purpose. The Chair shall notify the Executive Committee in writing and the creation of such committee will be subject to approval by a majority vote of the Executive Committee, such vote to be held within 30 days of such notification .

12.2 *Approval by Executive Committee.* The Chair shall appoint and remove the chairperson of a committee, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee following such appointments or revocation, such meeting to be held no later than 30 days after such appointment or revocation. The membership of a committee shall be selected by the committee's chairperson after consulting with the Chair.

12.3 *Other Officers.* The Chair may appoint and remove such Other Officers, having such duties as he or she shall designate, subject to approval by the members of the Executive Committee at the next meeting of the Executive Committee. Any Other Officers appointed by the Chair shall be non-voting members of the Executive Committee.

Article 13: Elections and Terms

13.1 *General Elections.* Officers of the Executive Committee shall be elected by a majority of votes cast in person, by proxy or by internet ballot by the members in a general election that shall take place at the time of the annual general membership meeting or other general membership meeting that allows for elections to be held as per Article 18.

13.2 *Regular Elections in Odd Numbered Years.* A general election shall take place at the time of the annual membership meeting in the spring of odd numbered years.

13.3 *Methods of Voting.* Voting in all meetings may be by show of hands, roll call, written ballot or such other means as may be agreed by those present and voting. Voting shall be open and may not be secret and, if in written format must be signed either physically or electronically in order to permit

identification of the person voting. The Executive Committee will agree on a protocol for internet voting, electronic signatures, etc. from time to time, as appropriate for the technology available at such time.

13.3 *Term of Office.* The terms of all officers of the Executive Committee shall be two years. No Executive officer shall serve more than two consecutive terms in the same office. The term of all officers expires on the date of a general election. If an Executive officer is appointed outside of an annual membership meeting (in which either special elections or regular elections are held) the time he or she serves before such election does not qualify as a full term.

Article 14: Nominations

14.1 *Nominations in Writing and/or from Floor if no Internet Voting.* Nominations for all elected officer positions to be filled may be made in writing (including by email) to the Elections Committee no later than 17 days prior to the election date. Such nomination shall also be seconded in writing. Where voting by mail is permitted, no nominations from the floor of the annual meeting shall be permitted, except as provided for by subsection 14.2 below.

14.2 *Nominations from Floor.* If there have been no prior nominations for the position of an elected office as set out in Section 14.1 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.

Article 15: Resignation and Removal from Office

15.1 *Resignations.* Any DAS officeholder or Chairperson may resign by written notice to the DAS Chair or Vice Chair.

15.1 *Removal of Officers.* Any Officer of the Executive Committee may be removed from office by either:

(i) a vote of two-thirds of those present (physically, by proxy, by telephone or electronically) at a duly convened meeting of the membership, or

(ii) a vote of three-fourths of the Executive Committee at a duly convened meeting.

The Officer must be given due notice of the pending vote and the opportunity to be heard.

Article 16: Vacancies

16.1 *Filling Vacancies of Executive Committee Other than Chair.* Any vacancy among the elected Officers of the Executive Committee, other than the Chair, shall be filled by (i) a special election held at a subsequent annual membership meeting or (ii) a regular election held at general annual membership meeting in which Officers will be elected, both in accordance with Article 13IV.

16.2 *Filling of Vacancy Until Election.* Until such vacancy is filled by special election or general election, the Chair may appoint in his or her discretion a member to fill the vacancy referred to in Section 16.1 on a temporary basis. Such appointment shall be approved by a majority vote of the Executive Committee members voting at the meeting of the Executive Committee immediately following such appointment.

16.3 *Vacancy of Chair.* 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.

16.4 *Term of Officer Elected at Special Election.* Any Officer elected at a special election shall serve only until the next regular election (annual general membership meeting). The time served shall

not count as a term served for the purposes of Section 13.2, if such time is less than one year and a day.

16.5 *Vacancies of Chairpersons.* In the event of any vacancy of a Committee Chairperson, the Chair may appoint in his or her discretion a member to fill the vacancy. Such appointment shall be approved by a majority vote of the Executive Committee members voting at the meeting of the Executive Committee immediately following such appointment.

Article 17: Notice

17. *Notice for Meetings.* Notice of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. Notice of other meetings of members and of the Executive Committee shall be given by such method as the Chair shall from time to time reasonably prescribe.

Article 18: Meetings

18.1 *Annual Meeting Timing and Activities.* An annual meeting of all members shall be held, preferably in the first quarter 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) approval of the budget for the relevant year;
- (iii) in election years, the election of the Officers of the Executive Committee;

(iv) in non-election years, the election of Officers of the Executive Committee, when applicable, in a special election; and

(iii) such other business as the Chair and Executive Committee shall deem appropriate.

18.2 *Other Membership Meetings.* Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) one-third of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.

18.3 *Meetings of Executive Committee.* The Executive Committee shall meet at regular intervals upon call by the Chair, for the purpose of consulting with and advising the Chair in the administration of the organization. A meeting of the Executive Committee may also be called by at least one-third of the Executive Committee.

18.4 *Open Meetings and Exceptions.* All meetings of the membership, the Executive Committee and committees shall be open to the membership and conducted in accordance with these Bylaws (including the provisions on notice) provided, however, that meetings of the Executive Committee or any sub-committee of the Executive Committee may be closed to non-committee 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.

18.5 *Methods of DAS Meeting.* Meetings of DAS shall be held in person and may (though not necessarily), in addition, include attendance by telephone, video-conference, internet conference or such electronic means as the Executive Committee may from time to time approve by majority vote.

18.6 *Methods of Executive and other Committee Meeting.* The meetings of the Executive Committee, any committee or any sub-committee 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.

18.7 Quorum Necessary for Doing Business. No meeting of the membership, or of the Executive Committee, can do business unless the meeting is called and a quorum is present.

18.8 Definition of Quorum. A quorum is defined as follows:

(i) for a meeting of the membership, at least the lesser of 20% of the membership or 25 members present in person or by telephone or electronic means or present by proxy and the attendance of either the Chair or the Vice Chair. A motion for quorum must be made at the meeting to invoke quorum; and

(ii) for a meeting of the Executive Committee, or any committee, the presence of the Chair or Vice Chair and at least one-half of the members of such committee, such presence to include those present by telephone, teleconference, video or internet conference, or such other manner as from time to time agreed upon by the such committee. No motion is required to invoke quorum..

18.9 Roberts Rules of Order. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Article 19: Rules Applicable to the Organization

19.1 Rules Governing DAS. The functioning of the organization 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 of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall adopt from time to time (such rules and regulations to exclude guidelines,

codes or models meant to serve as templates or examples and which may be voluntarily adopted by DAS).

19.2 *Conflict of Rules.* In the event of a material conflict, the documents, rules and regulations of sub clause (ii) shall take precedence over those in sub clause (i).

Article 20: Amendments

20.3 *Amendments of Bylaws.* These bylaws may be amended at any membership meeting by a two-thirds vote. Notice of the proposed amendments must be given in writing at the previous membership meeting, or communicated to the membership at least 30 days before the membership meeting where the amendments will be considered. This notice may be given with the meeting's general notice.

Article 21: Regional Chapters

21.1 *Meaning of Chapter.* A regional Chapter is a group of DAS members who live in or near the same geographical area of Spain and want to work together to carry out the purposes of DAS.

21.2 *Recognition and Requirements for Chapter.* A regional Chapter of DAS may be recognized as an official regional Chapter with all rights granted under these by-laws when:

(i) It presents the Executive Committee with the names and signatures of at least 10 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.

21.3 *Membership in a Chapter.* Membership in a recognized Chapter is open to any American citizen of voting age who has joined DAS in accordance with Article 3 and is resident in the Chapter city or its region or upon other criteria as determined by DAS for the recognition of chapters. Members of DAS not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence or place of work by submitting a paper or electronic membership form to the regional Chapter secretary.

21.4 *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 DPCA . For avoidance of doubt, the requirement for a Chair and Vice-Chair to be of the opposite gender is not applicable to Chapters.

21.5 *Chapter Funds for Expenses.* Notwithstanding Section 22.4 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 not for the purposes of fundraising for DAS nor the local Chapter, but only for the covering of actual costs and expenses to be incurred in relation to such events.

21.6 Treasurer Subject to Supervision. The Chapter Treasurer, shall be subject to the supervision of the DAS Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance.

21.7 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, videoconference, 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.

21.8 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.