

DEMOCRATS ABROAD – SWITZERLAND BYLAWS

(Adopted 22 March 2014)

ARTICLE I - Name

The name of this organization shall be Democrats Abroad – Switzerland.

For the purposes of these bylaws, Democrats Abroad – Switzerland shall hereinafter be referred to as DA - Switzerland.

ARTICLE II - Purposes

Section 1 Recognition by the U.S. Democratic Party

The Democratic Party of the United States has recognized the Democratic Party Committee Abroad (“the DPCA”) as the official organization representing American Democrats who reside outside the United States of America. Democrats Abroad – Switzerland has in turn been recognized by the DPCA as the official organization representing American Democrats who reside in Switzerland or in accordance with Article III. 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 Purpose

The purposes of DA – Switzerland shall be to advance, and to inform its members of, the principles, policies and interests of the Democratic Party of the United States; to provide its members with the means of communicating their views to the DPCA and through it to the DNC; to enable its members to participate in the political processes of the United States and the Democratic Party by electing delegates to the Democrats Abroad caucuses and conventions who elect a delegation to the Democratic National Convention and members of the DNC; to facilitate voter registration and absentee voting by Americans abroad; to raise funds for the Democratic Party at home and abroad; and to undertake such tasks as may be requested by the DPCA.

ARTICLE III - Members

Members must be citizens of the United States of America, of voting age, who subscribe to the principles of the Democratic Party of the United States and reside in Switzerland. Members may also reside in adjacent areas of neighboring countries provided they have selected to be members of DA –

Switzerland rather than the Democrats Abroad organization of their country of residence.

No oath of loyalty, fees, dues, or evidence of past voting record shall be required for membership. DA – Switzerland’s financial resources shall come from voluntary contributions by members or others that meet the requirements of applicable law and rules of the U.S. Democratic Party.

By becoming a member of DA – Switzerland, each member of the organization consents to the delivery of his/her name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State, zip code and other information contained on the membership list of the organization to the DPCA and to the lawful use of this information from time to time by the DPCA.

Membership in DA – Switzerland automatically confers membership in Democrats Abroad.

ARTICLE IV - Chapters

Section 1 Purpose and Scope of Chapters

For internal administrative purposes, DA – Switzerland shall be divided geographically into regions with territories determined by the Executive Committee. Such geographical division shall be for purely organizational purposes.

Chapters shall be subject to and operated solely in accordance with these Bylaws 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 funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, and after allowing for petty cash requirements, shall go into the DA – Switzerland bank account. Chapters shall provide the Country Treasurer with current, accurate and complete financial reports necessary to ensure full transparency and compliance with any applicable laws or regulations.

The Country Chair shall have the right by notice to the Executive Committee to adjust Chapter boundaries as necessary to maintain efficient operation of DA – Switzerland, 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 2 Establishment of a Chapter

Groups of at least 25 members in a given geographical area of Switzerland may, subject to approval of the Executive Committee, organize a chapter to assist in achieving DA purposes. Each Chapter may organize itself according to its needs and the size of its membership.

Section 3 Elections

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 Chapter officers 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 Executive Committee of DA – Switzerland.

The Chapter Officers should include at least a Chapter Chair. The Chapter Chair shall have the sole authority for appointment or removing any chapter positions that he or she may deem appropriate to create. Each Chapter Chair may also allow such positions created by him or her to be filled by election of the chapter members. Notwithstanding any election result, the Chapter Chair shall retain the power of removal for elected position holders for any reason at any time.

Elections of Chapter Chair and other positions shall be held no more than 2 months after the Country Elections. Chapter elections shall be held pursuant to Articles VIII and IX.

Section 4 Responsibilities

The Chapter Chair shall be responsible for the general management and administration of the chapter, for maintaining a chapter membership list and financial records that conform to and can be integrated with a country-wide membership list and the overall financial records of DA – Switzerland, and for making an annual report of the same to the national Executive Committee.

ARTICLE V - Officers

The officers of DA – Switzerland 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.

Chair

The Chair shall be the chief executive officer of DA – Switzerland, shall preside at all meetings of DA - Switzerland and all meetings of the Executive Committee, and shall establish all committees necessary for the proper

functioning of the organization. The Chair shall sit ex-officio on all committees of DA – Switzerland, including Standing Committees, with full voting privileges.

The Chair shall ensure that all approved amendments to the DA – Switzerland Bylaws, the signed minutes of election meetings, and the membership listing as of December 31, countersigned by the Secretary or Treasurer, are forwarded to the International Chair of Democrats Abroad by the deadline required by the Bylaws of Democrats Abroad.

The Chair shall represent DA – Switzerland at meetings of the DPCA, either in person or by proxy.

Vice-Chair

The Vice-Chair shall replace the Chair whenever the latter is absent, and shall have such other duties as may be prescribed by the Chair.

The Vice-Chair may represent DA – Switzerland at meetings of the DPCA, either in person or by proxy, even when the Chair is present. When both the Chair and Vice-Chair are present, each shall have a ½ country-committee vote.

Secretary

The Secretary shall maintain a current list of members of the organization (containing, *inter alia*, the name, mail and email addresses, telephone numbers, U.S. voting county and state, zip code and such other information as the DPCA may from time to time require), minutes of all meetings, and all files and administrative records of the organization. All such records shall be open for inspection by members. As stated above, all such information must be available as of the last day of the year and certified to the DPCA by January 31.

Treasurer

The Treasurer shall manage the finances of DA – Switzerland and its chapters, maintain clear and accurate financial records and make financial reports as required on a timely basis. All financial matters shall conform to local rules and regulations as well as those of the Federal Election Commission and campaign finance laws of the United States.

Counsel

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DA – Switzerland and its activities.

ARTICLE VI - Executive Committee

Section 1 Responsibilities of the Executive Committee

The governing body of DA – Switzerland shall be the Executive Committee. The Executive Committee shall be responsible for the conduct of the affairs of DA – Switzerland in accordance with policies of the Democratic Party Committee Abroad and the Democratic National Committee.

Section 2 Membership of the Executive Committee

The Executive Committee shall be composed of:

- (a) the Chair,
- (b) the Vice-Chair,
- (c) the Secretary,
- (d) the Treasurer,
- (e) the Counsel to the Committee,
- (f) each Chapter Chair,
- (g) four Members-at-Large elected from among the eligible members of the organization, provided that no more than two Members-at-Large may come from any single Chapter,
- (h) the immediate past Country Chair, so long as he or she was not removed for cause from the position, and is still a member of DA – Switzerland.

Section 3 Meetings of the Executive Committee

At least one week's notice shall be given unless the Chair otherwise determines and no two members promptly object. The Executive Committee shall meet at regular intervals and upon call of the Chair. A meeting of the Executive Committee also may be called by at least one-third of the Executive Committee. Meetings of the Executive Committee may be by telephone, online forum, Skype or other electronic means. A member of the Executive Committee may give a proxy to another member of the Committee. (See Article IX, Section 6 regarding proxies.)

Section 4 Quorum of the Executive Committee

A quorum of the Executive Committee shall require the presence of the Country Chair or Vice-Chair and consist of a majority of the voting members of the Executive Committee. A Chapter Chair may designate any DA – Switzerland member to represent such Chapter Chair in his or her absence for a DA – Switzerland meeting.

ARTICLE VII - Committees

The Chair shall appoint such Standing Committees and ad hoc committees as the Chair deems necessary, subject to the agreement of the Executive Committee, including but not limited to a Press Officer, Fund-raising Director and Voter Registration Director.

Meetings of all committees shall be open to all members of the organization.

ARTICLE VIII - Elections

Section 1 Term of Office

The Officers and Members-at-Large of the Executive Committee shall be elected every two years, in each odd-numbered year, at the annual meeting of the organization (which meeting shall be held no later than March 31). No Officer can serve more than two consecutive terms in the same office.

The terms of all incumbent committee chairs shall automatically expire upon the election of new officers in accordance with the foregoing paragraph. In the event that there is no candidate for an Executive Committee office, an officer who has served two consecutive terms in that office may be elected to a third term of that office by a two-thirds majority vote of the members present at the meeting.

Section 2 Nominations

In the last quarter of each even-numbered year, the Chair of DA – Switzerland, and the Executive Committee shall appoint a committee to nominate one or more candidates for each office. It shall be the duty of the Nominating Committee to call for nominations for officers and to determine which individuals whose names are submitted for nomination are eligible to fill DA – Switzerland offices. Members of the Nominating Committee shall not be candidates for office. Members who wish to be considered for office shall so inform the Chair of the Nominating Committee in writing at least 35 days before the election meeting.

At least 25 days before the election meeting, the Nominating Committee will distribute to all current members of DA - Switzerland a notice regarding the meeting. The notice shall include the names of the candidates. A brief summary of the qualifications of the candidates for office may be included. Other nominations for office may be made from the floor at the election meeting.

Section 3 Vacancies

Vacancies in any officer position may be caused by resignation, cessation of residence in Switzerland, or adjacent areas of neighboring countries, or removal from office. Such vacancies shall be filled by appointment of the Chair, with the consent of the majority of the Executive Committee. Those appointed to fill such vacancies shall serve out the balance of the term of their immediate predecessors.

In the case of a vacancy in the office of the Chair, the Vice Chair shall serve as Chair for the balance of the term of the most recently elected Chair.

Any Officer or Chair of a Standing Committee may resign upon written notice to the Chair. Any resignation is effective upon receipt of notice or at any later time specified therein. Unless a resignation specifies otherwise, acceptance by the Chair is not necessary to make it effective.

Any Officer or Committee member may be removed for cause. The Executive Committee may vote to remove an Officer or Committee member at any regular or special meeting of the Executive Committee at which a minimum of two-thirds of the Executive Committee votes for removal, and for which the Officer or Committee member has been given reasonable and adequate notice.

Section 4 Voting Procedures

Upon completion of the nominations process, including nominations from the floor, 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. Those present electronically shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. Voting shall take place in the following sequence:

- a) Chair
- b) Vice-Chair
- c) Secretary
- d) Treasurer
- e) Counsel to the Committee
- f) Members-at-Large positions within designated duties as provided for in Section 5 below.

Section 5 Members-at-Large

Members-at-Large shall be nominated and elected at each Annual General Meeting with elections per Article VI, Section 2 above. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the Member-at-Large positions to be elected. Nominations for Members-at-Large will be made in accordance with Section 2 above. Responsibilities of those Members-at-Large not elected to a position with designated duties may be suggested by the Chair in agreement

with the Member-at-Large and with approval of the Executive Committee. Failure of a Member-at-Large to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached through agreement between the Chair, the Member-at-Large and the executive Committee may be grounds for removal from the Executive Committee in accordance with Article VIII, Section 3. Vacancies shall be filled in the same manner as for Officers.

ARTICLE IX – General Meetings of DA - Switzerland

Section 1 Annual General Meeting

A general meeting of members of DA - Switzerland shall be held at least once a year. The officers and the chairs of all committees shall report to the membership regarding activities of the preceding period. Election meetings shall be held by March 31 of every odd-numbered year.

Section 2 Notice

Notice of the time, date and location of such meetings shall be sent to members at least 25 days before the meeting. Such notice will include a preliminary agenda. Additions to the agenda may be submitted to the Chair.

Section 3 Other meetings

Other meetings of members of DA – Switzerland may be held upon call by the Chair or by 10 other members who shall request the Chair in writing to hold a meeting. Notice of the time, date and location of such meetings shall be given by such methods as the Chair shall reasonably prescribe.

Section 4 Rulings

The Chair of DA – Switzerland may appoint a Parliamentarian. Meetings shall be conducted in accordance with Robert's Rules of Order.

Section 5 Voting at Meetings

Voting in all meetings at which official business is conducted 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 and, if in written format, must be signed either physically or electronically in order to permit identification of the person voting and inspection by all interested parties. Except as otherwise specifically provided herein, decisions shall be made by a simple majority of the votes of members voting.

Section 6 Proxy

Any eligible member of DA - Switzerland may give a proxy to another member for the purpose of voting on any specified item on the agenda of the meeting. Proxies shall be in writing (including email, fax or other written means) and shall name the person to whom the proxy is given, and may be either general or limited to specific issues; may be either instructed or uninstructed; and may grant the power to substitute another person as proxy holder. No person may hold more than two proxies.

A proxy may be revoked in writing at any time prior to the call to order of a meeting.

If during the course of a meeting of DA – Switzerland, a person duly recorded during the roll call as present must leave the meeting, temporarily or permanently, such person may give another participating member a proxy for the meeting valid for the duration of the absence or for the duration of the concerned meeting.

Section 7 Quorum

The quorum for all meetings of members of DA – Switzerland shall be at least 20 members. Any action taken at a meeting at which a quorum is not present or at which notice has not been duly sent to the DA - Switzerland membership shall not be binding on the general membership.

Section 8 Method of Holding Meetings

The meetings of the Executive Committee, the Chapters, Nominations Committee and any committee established pursuant to these Articles, may be held in person or by telephone, video conference, internet-conference or any other electronic means, provided in all cases that the technology for conducting the meeting is available to all voting members and permits an adequate means of open debate.

ARTICLE X – Local Laws

DA – Switzerland shall comply with the laws in effect in Switzerland, is organized under Article 60 and follows the Swiss Civil Code

ARTICLE XI - Amendments to the Bylaws

These bylaws may be amended by a vote of two-thirds of DA - Switzerland members present, in person or by proxy, at any meeting at which there is a quorum, provided that the text of any proposed amendment shall be

circulated with the 25-day notice of the meeting where said amendment shall be discussed or voted.

ARTICLE XII – Bylaws Taking Effect

These bylaws shall be take effect upon a vote of two-thirds of members present at the March 2014 Annual General Meeting, in person or by proxy, provided that notice of the intended adoption of these bylaws has been given in the call for such meeting.

Subject to approval by the Democratic Party Committee Abroad (DPCA) and in accordance with the Bylaws of Democrats Abroad, elections held in Zurich Chapter in 2014 shall be valid for 1 year only, so that the Chapter may hold elections in odd-numbered years going forward. A person elected to a one-year term shall be permitted to hold two successive full terms under Article VIII if elected in subsequent odd-numbered year elections.