

DEMOCRATS ABROAD (UK) BYLAWS

(2014 version – as approved by DAUK Council December 7, 2014)

ARTICLE I - NAME

Section 1.1 The name of this organization is Democrats Abroad (UK).

ARTICLE II. PURPOSES

Section 2.1 The purpose of this organization is to advance the interests of the Democratic Party of the United States, maintain the Party's organization in the United Kingdom in order to provide its members with a vehicle for the conduct of its activities and support of its candidates, to represent the interests of the members of the Democratic Party who reside in the United Kingdom, and, when appropriate, represent the Democratic Party in the United Kingdom and its members. Democrats Abroad (UK) is the official body of the Democratic Party of the United States in the United Kingdom.

Section 2.2 The Democratic Party of the United States has recognized the Democratic Party Committee Abroad (DPCA) as the official organization representing American Democrats who reside outside the United States of America. Democrats Abroad (UK) has in turn been recognized by the DPCA as the official organization representing American Democrats who reside in the United Kingdom.

ARTICLE III. MEMBERSHIP

Section 3.1 Any American citizen of voting age living in the United Kingdom who supports the principles of the Democratic Party of the United States and who wishes to belong is eligible to join.

Section 3.2 No oath of loyalty, fees or dues, or past voting record shall be required as a condition of membership.

Section 3.3 Associate membership is offered to American young persons who have not yet reached voting age who otherwise would be eligible for membership.

Section 3.4 Members shall be entitled to participate in, and shall be eligible for election in the elections held at, the general meeting referenced in Section 9.2 only if they are members of Democrats Abroad (UK) on January 31 of the year in which the general meeting is held and remain members continuously on all dates from January 31 until and including the date of the general meeting.

ARTICLE IV. THE COUNCIL

Section 4.1 There shall be a Council composed of no fewer than 15 members. All members of the Council shall be members of the organization and shall be supporters of the Democratic Party. The purpose of the Council is to promote the interests and activities of Democrats Abroad (UK). All Officers, Voting Representatives, and Executive Committee members are automatically members of the DAUK Council but shall not count toward the 15 member minimum.

Section 4.2 The Council shall be elected at the meeting of members of Democrats Abroad (UK) specified in Section 9.2.

Section 4.3 The number to be elected to the Council shall be determined by the Executive Committee and shall be set forth in the call for the meeting.

Section 4.4 Additional members may be added to the Council from time to time by a two-thirds vote of the Council members present at any duly held meeting of the Council.

Section 4.5 Prior to the Council meeting, the Chair may appoint any member or members of Democrats Abroad (UK) to fill a Council vacancy or vacancies until the next duly constituted meeting of the full Council. At the next duly held meeting of the Executive Committee following such appointment by the Chair, the Executive Committee members must vote to either approve or reject the Council appointment.

Section 4.6 When electing members to the Council every effort shall be made to ensure that all elements of the Democratic Party and the American community in the United Kingdom are represented. Provision can be made, at the discretion of the Executive Committee, for the election of regional chapter representatives to the Council. (See ARTICLE VIII. CHAPTERS below.)

Section 4.7 A vacancy shall exist when a member of the Council has missed three consecutive meetings without notification to one of the Officers, or when a member resigns, or otherwise fails to meet the requirements for Council membership.

Section 4.8 Voting for Council members during the meeting referenced in Section 9.2 shall be by a show of hands or by written ballot signed by the electors, and shall not be by secret ballot. A majority of those present and voting shall elect the Council.

ARTICLE V. OFFICERS

Section 5.1 The Officers shall consist of a Chair, one or more Vice Chairs, a Secretary and a Treasurer.

Section 5.2 The Chair and principal Vice Chair shall be of the opposite sex.

Section 5.3 Officers shall be elected from the membership.

Section 5.4 Duties of Officers:

a) The Chair shall be the Chief Executive Officer of the organization, shall preside at all meetings of the organization, of the Executive Committee and of the Council, shall have responsibility for the day to day activities of the organization, shall have responsibility for all activities approved and undertaken by the Executive Committee or the Council, shall appoint such committees as necessary for the execution of the activities of Democrats Abroad (UK) and shall attend meetings of the DPCA.

b) The Principal Vice Chair shall act in the absence of the Chair, shall undertake such other specific duties as the Chair may direct and shall attend meetings of the DPCA.

c) The Secretary shall maintain or have access to a list of members of the organization, minutes of all meetings of the organization and the Council, and shall keep all files and administrative records of the Council available for inspection by any Council member.

d) The 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 reporting as required by law.

Section 5.5 Election of Officers: Officers shall be elected at the meeting of members of Democrats Abroad (UK) specified in Section 9.2.

Section 5.6 Officers shall serve for terms of two years or until successors are elected or they resign or are removed from office. Officers may be removed by a 2/3 majority of the Council for any breach of fiduciary duty.

Section 5.7 Vacancies shall be filled by majority vote of Council members present at the next meeting of the Council following creation of the vacancy. Prior to the meeting the Chair may appoint any member of Democrats Abroad UK to fill the vacancy on a temporary basis, subject to approval by the Executive Committee.. If the Chair resigns or is removed, the Vice Chair assumes the role of Chair and may appoint any member or members of Democrats Abroad UK to fill the vacancy of Vice Chair on a temporary basis, subject to approval by the Executive Committee.

Section 5.8 Voting for Officers shall be by a show of hands or by written ballot signed by the electors, and shall not be by secret ballot. A majority vote of those present and voting shall elect the Officers.

Section 5.9 The Officers are subject to affirmative action rules as defined in The Charter and The Bylaws of the Democratic National Committee and the DPCA.

ARTICLE VI. VOTING REPRESENTATIVES AND DPCA VOTES

Section 6.1 Description: The members of Democrats Abroad (UK) are represented in the DPCA by the Chair and Vice-Chair of Democrats Abroad (UK) and such Voting Representatives as may be authorized by the DPCA Charter. DPCA votes are allocated to Democrats Abroad (UK) from time to time in accordance with the terms of the DPCA Charter, and such votes may be cast by the Chair, the Vice Chair, and the Voting Representatives (or by their valid proxies). DPCA vote reallocations take place in accordance with the rules of the DPCA and may occur more than once during the term of office of a Voting Representative.

Section 6.2 Duties: Voting Representatives may also be, but need not be, elected members of the Executive Committee. Voting Representatives shall endeavour to remain continually informed of issues arising at the DPCA, and of the desires of the members of DAUK in respect of those issues. They are expected to attend meetings of the DAUK Executive Committee (if not Executive Committee members in their own right) at which issues relevant to DPCA are on the agenda. They are expected to attend all DPCA meetings at which they are entitled to vote, either electronically (using methods approved by the DPCA) or in person; if they are unable to attend, they are expected to arrange effective proxies as allowed by the rules of the DPCA.

Section 6.3 Election: The Voting Representatives shall be nominated and elected in the same manner and at the same time as the Officers. Voting Representatives shall be elected by gender pairs indicating a priority number (e.g., "Female 1" and "Male 1"; "Female 2" and "Male 2"; etc.) until all positions are filled or only one position remains. If an odd number are to be elected the final position can be of either gender (e.g., "Female 3" or Male 3"). Voting Representatives may be removed by a 2/3 majority of the Council for any breach of fiduciary duty.

Section 6.4 Term: The term of all Voting Representatives shall be co-extensive with the term of the Officers.

Section 6.5 Gender: Gender balance rules of the Democratic Party apply to the Voting Representatives. With an even number of Voting Representatives, half must be of each gender. With an odd number of Voting Representatives, there may be a total gender difference of no more than one.

Section 6.6 Number of Voting Representatives: The number of Voting Representatives shall be established by the Executive Committee of Democrats Abroad (UK) within the terms allowed by the DPCA Charter.

Section 6.7 Allocation of DPCA Votes: The DPCA votes allocated to Democrats Abroad (UK) from time to time shall (to the extent possible) be allocated evenly among the Chair, the Vice Chair and all Voting Representatives. Having allocated such votes as evenly as possible, if a remainder exists such remainder shall be allocated in accordance with the following rules in the following order of precedence: (a) the remainder shall be allocated as evenly as possible, (b) the Chair and Vice Chair must each have an equal number of votes, (c) no Voting Representative may be allocated more votes than the Chair or Vice Chair, (d) after allocating remainder votes to Chair and Vice Chair, remaining votes shall be allocated evenly to gender pairs by order of priority; (e) if it is not possible to allocate evenly among the last gender pair to receive a remainder then the unallocated remainder shall be allocated to the member of the gender pair who was elected first (or having been elected simultaneously, who received the higher vote total). As a special temporary exception to this allocation rule, if the Chair, Vice Chair, or a Voting Representative are absent from a DPCA meeting (without having proxied their votes), then the Chair (or the Vice Chair in the absence of the Chair) may re-allocate DPCA votes among Voting Representatives of DAUK present at such meeting during the term of such meeting (consistent with these Bylaws and the rules of the DPCA) so as to enable maximum enfranchisement of the members of Democrats Abroad (UK) at such meeting.

Section 6.8 Vacancies: A vacancy shall exist when a Voting Representative resigns by submitting a written resignation to the Chair, or has failed during a single term of office to attend two scheduled DPCA meetings (either in person or electronically, but not including attendance by proxy) at which they are entitled to vote absent circumstances approved by the Chair, or when a change in DPCA rules or vote allocations requires an additional Voting Representative prior to the time of the next scheduled election of Officers. The vacancy of a higher priority number Voting Representative shall be filled automatically by the Voting Representative of the same gender with the next priority number. (E.g., If Voting Representative Male 1 resigns, then Voting Representative Male 2 automatically becomes Representative Male 1 thus creating a vacancy in the Male 2 position. Any remaining vacancy not otherwise filled through this promotion mechanism shall be filled in the same manner as vacancies for the Officers.

ARTICLE VII. COMMITTEES

Section 7.1 There shall be an Executive Committee of eight members, plus the Officers, who will meet with and advise the Chair on a frequent basis.

Section 7.2 The Chair or any two members of the Executive Committee can call for a meeting of the Executive Committee at any time. At least one week's notice will be given unless the Chair otherwise determines and no two members promptly object.

Section 7.3 The Executive Committee shall be empowered to review and approve the Chair's activities, confirm the appointment of committee chairs and review their activities, and authorize budgets and unbudgeted expenditures in excess of £1,000.

Section 7.4 A quorum shall consist of a majority of the members of the Executive Committee.

Section 7.5 The Executive Committee members shall be nominated and elected in the same manner as the Officers. Vacancies shall be filled in the same manner as vacancies for the Officers. Executive Committee members may be removed by a 2/3 majority of the Council for any breach of fiduciary duty.

Section 7.6 There shall be such other standing and ad hoc committees as directed by the Council, the Executive Committee or as appointed by the Chair.

Section 7.7 A vacancy shall exist when a member of the Executive Committee has missed three consecutive scheduled meetings without notification to one of the Officers, or six scheduled meetings over all.

ARTICLE VIII. CHAPTERS

Section 8.1 Every effort shall be made to develop regional chapters of Democrats Abroad (UK) in cities in the United Kingdom other than London, wherever there are enough interested Democrats to form a chapter.

Section 8.2 Before any new chapter is approved, the chapter shall enter into an agreement with the Executive Committee covering the terms of its relationship with Democrats Abroad (UK). Such agreement shall include but not be limited to the following issues: number of seats on the Council to be awarded to the new chapter; an undertaking on behalf of the persons comprising the new chapter that they will adhere to these Democrats Abroad (UK) Bylaws and that the chapter is an integral part of Democrats Abroad (UK) and does not have any independent status or purpose.

ARTICLE IX. MEETINGS

Section 9.1 Regular meetings of the Council shall be held at least twice yearly upon call by the Chair, Secretary, or ten percent of the Council members. At least four week's notice shall be given to all members and an agenda of likely business to be discussed included with the notice of the meeting. A quorum shall consist of 33 percent or 35 members of the Council, whichever is smaller.

Section 9.2 Biennial General Meeting.

(a) Scheduling notice and quorum: At least one meeting of the members of Democrats Abroad (UK) shall be called by the Chair in odd numbered years (being the years immediately following regular biennial US federal general elections) on a date that is not earlier than February 1, and not later than March 31. The Officers, Executive Committee, and the Elections Committee shall make all reasonable endeavours to provide full and widespread notice of the time and place of the meeting. Notice should be provided at least four weeks prior to the meeting taking place. At the meeting, a report of the Council's activities shall be presented. A quorum shall consist of 35 members.

(b) Conduct of Elections: At least eight weeks prior to the Biennial General Meeting, the Chair shall appoint no fewer than three members of Democrats Abroad UK as an Elections Committee. The Elections Committee shall have conduct over the elections to be held at the meeting, including

without limitation soliciting nominations in advance, confirming acceptance of nominations by nominees, managing all election communications transmitted to the membership using DAUK infrastructure, designing and producing ballots, tallying votes, and declaring election results. The chair of the Elections Committee shall act as chair of the meeting during the conduct of the elections, including without limitation addressing any points of order that may arise.

(c) Elections Committee members ineligible: Any person who has been appointed to and served upon the Elections Committee for a Biennial General Meeting shall not be a candidate in, and may not be elected pursuant to, any election held at that meeting, *provided that* such ineligibility shall not apply to, and such persons shall remain eligible for, election to the Council (article IV).

(d) Nominations: Any member may submit nominations to the Elections Committee. With respect to all such nominations received by the Elections Committee at least four weeks prior to the meeting, the Elections Committee shall use reasonable endeavours to furnish to the membership, at least three weeks prior to the meeting, the names of all such nominees who: (i) are qualified for election pursuant to these Bylaws and (ii) have confirmed that they accept such nomination. Nominations may also be made at the meeting. The Elections Committee shall not make any recommendations indicating any preference of any candidate or candidates.

(e) Pre-election communications: The Elections Committee shall maintain sole control over the content and timing of all communications that concern details of the elections or the nominees sent to the membership using DAUK communications infrastructure. The Elections Committee may adopt such rules as it deems reasonable and necessary concerning the communication of nominee details to the membership (including without limitation the ability to restrict word count in statements submitted by nominees for publication to the membership), provided that such rules are even-handed, rational, and notified to nominees.

(f) Report of Elections Committee: The Elections Committee shall submit a written report to the Biennial General Meeting describing the actions that it took prior to the meeting, and such report shall be annexed to and form a part of the minutes of the Biennial General Meeting.

(g) Objections: Any allegation of error in the conduct of the election must be timely raised as a point of order at the meeting.

(h) Discharge: The Elections Committee shall be discharged automatically upon conclusion of the elections (including resolution of any points of order arising from the elections).

Section 9.3 Committee meetings shall be open to all members of Democrats Abroad (UK). The appropriate measures will be taken in advance to ensure data confidentiality is not compromised.

Section 9.4 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order.

ARTICLE X. AMENDMENTS

Section 10.1 These Bylaws may be amended by a majority vote of the members of Democrats Abroad (UK), or by a two-thirds vote of the members of the Council present at any regular Council meeting, provided that notice of amendment has been given in the call for the meeting.