



DEMOCRATS ABROAD CHINA BYLAWS

ARTICLE I: NAME

The undersigned hereby constitute an organization having as its name Democrats Abroad China (“DACN”).

ARTICLE II: PURPOSE

2.1 Authority. Democrats Abroad (“DA”) is a non-profit association organized and operating under the Uniform Unincorporated Nonprofit Association Act of 2000, D.C. Code §§ 29-971.01 et seq. Its principal place of business is and will remain the District of Columbia. The highest authority within DA is the Democratic Party Committee Abroad (“DPCA”), as specified in Article Two of the Democrats Abroad Charter.

2.2 Scope. DA represents all United States (“U.S.”) citizens resident outside the U.S. and its territories who support the principles and electoral aims of the U.S. Democratic Party and provides a mechanism for their engagement in U.S. electoral politics and their general interest on issues that pertain to them as citizens resident abroad. The organization is treated by the Democratic National Committee as the functional equivalent of a U.S. state party, and does not participate in the internal politics of any country other than the U.S.

2.4 Region. DACN is a Country Committee within the Asia Pacific Region of DA.

2.5 Mission. The purpose of DACN shall be to broadly advance the electoral interests of the U.S. Democratic Party by engaging U.S. citizens in the U.S. electoral process and in the community, activities, and organization of the U.S. Democratic Party; in particular, those living, working, or otherwise located within China. Further, DACN shall seek to provide voter registration and voting support for all U.S. citizens eligible to vote in the U.S., regardless of party affiliation.

ARTICLE III: MEMBERS

3.1 Qualification. Members of DACN are U.S. citizens of voting age who support the principles and electoral aims of the Democratic Party of the United States of America, who elect to join DA, and who live, work or are otherwise located in China for the period of their active membership.

3.2 Demographic Correctness. To the extent possible, the organization shall endeavor for its members to be representative of the community of U.S. citizens identifying as Democrats living, working, or otherwise located in China.

3.3 Disqualification. Any member shall cease to be a member of DACN if the person no longer meets the qualifications of a member. A member may elect to end membership and association with either DACN or DA at any time for any reason. Any former member may be reinstated on the same conditions as a new member.

3.4 Maintenance of Membership List. The current list of members as maintained by the Secretary per Article VIII shall be delivered annually to the appropriate officers of the DPCA pursuant to procedures adopted by the DPCA.

3.5 Consent to Share Data. By becoming a member of DACN, each member consents to the delivery of his/her membership and voter registration information to the DPCA for use related to the activities associated with membership and purpose of the organization. Membership information is confidential and is not and may not be sold or shared with any third party for any purpose. Not-for-profit information about third-party activities of interest to the community may be shared with the membership of DA from time to time at the discretion of the Chair, Vice Chair, or Secretary of DACN, and/or those appointed by them to carry out such communications duties.

3.7 Harassment. DACN recognizes the right of all DA members to volunteer in an environment free of harassment and to attend events free of harassment. DACN will consider behavior to be harassment when such conduct has the purpose or effect of unreasonably creating an intimidating, hostile, or offensive environment for DA members or volunteers, or interfering with a volunteer's performance. Harassment can include behavior or communications (verbal or non-verbal) and can include statements or actions that are offensive or objectionable to the recipient, cause the recipient humiliation, or interfere with the recipient's ability to participate in an event or activity. Sexual harassment occurs where the perpetrator engages in unwanted conduct of a sexual nature and that conduct has the purpose or effect referred to above. DACN Board members will be held responsible for protection of the entity. Any reports, consequences, and situations regarding harassment and sexual harassment will be dealt with seriously.

ARTICLE IV: LEADERSHIP BOARD

4.1 Voting Members. The elected members of the Leadership Board ("the Board") shall be comprised of eleven (11) voting members elected from among members of DACN. Six (6) members of the Board shall constitute DACN Officer positions as indicated in Article V. Four (4) members of the Board shall be elected to serve as Members-at-Large, with and without pre-determined duty designations. Pre-determined Member-At-Large duties will be announced at least 60 days prior to an AGM. One (1) member of the Board shall be elected as a Get Out The Vote (GOTV) Coordinator. The voting members of the Leadership Board shall consist of:

(a) Country Chair (Chair);

(b) Vice Chair;

- (c) Secretary;
- (d) Treasurer;
- (e) Communications Director;
- (f) IT Director;
- (g) Members-At-Large with pre-designated duties (e.g. Communications Team, Volunteer Coordinator, Caucus Liaison). Duties will be predetermined and announced in accordance with DACN election notification guidelines;
- (h) Members-At-Large without pre-designated assignments, will be termed “General Members- At-Large,” and will assist the Board and DA China mission and responsibilities with general responsibilities as designated throughout their elected term;
- (i) GOTV Coordinator will serve as a voting member of the Board and be tasked with leading voter registration for DACN.

4.2 Non-Voting Members. Any Deputy Communications Officer or General Counsel duly appointed and approved shall be non-voting and serve only to assist and advise members of the Executive Committee. Any Deputy Communications Officer or General Counsel so appointed shall take part in meetings of the Board and shall be considered members of the Board for the purposes of these Bylaws, but shall have no right to vote. Deputy Communications Officers shall assist the Communications Director and Board with assigned tasks. Work will be reviewed and approved by the Communications Director and/or the Chair prior to publication. The General Counsel shall be available for consultation on legal and procedural questions relating to DA China 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 non-voting members assisting and advising the Leadership Board shall consist of:

- (a) (up to 3) Deputy Communications Officers. Appointed by the Chair, in consultation with DACN ExCom;
- (b) General Counsel. Appointed by the Chair, in consultation with DACN ExCom.

4.3 Meetings. The Board shall meet at regular intervals upon call by the Chair, for the purpose of directing the activities of DACN. Five members of the Board may also call a meeting of the Board. The Board may continue to operate as long as all Executive Committee positions were filled at the most recent biennial Annual General Meeting (AGM) for elections.

4.4 Executive Committee. Collectively, the Officers shall comprise the Executive Committee of DACN (“Executive Committee”). The Executive Committee shall meet at least quarterly to discuss organizational matters and vote on rules and procedures.

ARTICLE V: OFFICERS

DACN Officers shall be the Chair, Vice Chair, Secretary, Treasurer, Director of Information Technology, and Director of Communications. The Chair and Vice Chair shall be of different sex, as declared by each candidate in advance of the election. For the purposes of this section, the term “sex” is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America. Collectively, the Officers shall comprise the Executive Committee of DACN (“Executive Committee”).

ARTICLE VI: CHAIR

6.1 Responsibilities. The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members, of the Board, and 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 including Standing Committees, with full voting privileges.

6.2 Voting Representative. Upon election, the Chair shall, as described in the article pertaining to DPCA Voting Representatives, serve as a DPCA Voting Representative.

ARTICLE VII: VICE CHAIR

7.1 Responsibilities. In the absence of the Chair, the Vice Chair shall call and preside at meetings of members and of the Executive Committee and Board. The Vice Chair shall have such other duties, as the Board shall define.

7.2 Voting Representative. Upon election, the Chair shall, as described in the article pertaining to DPCA Voting Representatives, serve as a DPCA Voting Representative.

ARTICLE VIII: SECRETARY

The Secretary shall maintain a current list of verified members of the organization; individual members may review and revise their own member record, otherwise the secretary shall be responsible for maintaining the confidentiality of membership list names and contact details. The secretary shall also maintain minutes of all meetings and all files and administrative records of the organization, making them reasonably available for membership review.

ARTICLE IX: TREASURER

9.1 Responsibilities: Together with the Chair, the Treasurer shall manage the finances of DACN, prepare financial reports for approval at monthly Board meetings, and prepare budget and cash flow forecasts for approval by the Board. Additionally, the Treasurer shall maintain the financial records of DACN and make and maintain such additional financial reports as may be required by law. The Treasurer shall consult with the International Treasurer of Democrats Abroad on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission, and any successor

thereto). The Treasurer shall prepare and present to the Annual General Meeting of DACN a Statement of Income and Expenses and a Balance Sheet based on a fiscal year ending within two weeks of the date of the Annual General Meeting, including documentation of any ongoing expenditures or financial dealings. All such records shall be available for review by the Board and the International Treasurer of Democrats Abroad.

9.2 Bank Account Authority: The Chair and Treasurer shall have joint signature authority on any and all DACN banking accounts.

9.3 Authority for Spending and Reimbursements: Any expenditures in excess of or equivalent to Chinese RMB 100 (or equivalent) must be approved by both the Chair and Treasurer, and any reimbursement in amounts in excess of this level requires their pre-approval. Any expenditures or reimbursement in excess of Chinese RMB 1,000 (or equivalent) require prior approval by the majority of the DACN Executive Committee. Any expenditure below these amounts may be approved for spending or reimbursement by the Chair or Treasurer.

ARTICLE X: IT DIRECTOR

The IT Director shall be responsible for DACN's information technology needs, including IT support for maintaining the membership database and for maintaining the operation and integrity of DACN's email accounts, website, and other multimedia platforms. The IT Director shall be familiar with and act as the administrator of the platform system or systems used by Democrats Abroad membership. The IT Director shall collaborate with the Secretary during DACN's membership verification exercises. The IT Director shall advise the Board on available measures to protect the security of the database and communications against data theft and malicious infiltration and corruption. The IT Director will consult and work in coordination with the Democrats Abroad IT team. The IT Director shall report to the Board on their activities.

ARTICLE XI: DIRECTOR OF COMMUNICATIONS

The Communications Officer shall be responsible for designing, implementing and coordinating the communications activities of DACN, including the international, national and local websites, use of social media, and press communications. The Communications Officer will collaborate with the other Officers and other DACN members appointed as Deputy Communications Officers and having appropriate skills and experience to assist in the implementation of a coordinated communications strategy. The Communications Officer will report to the Board monthly on activities undertaken and planned, and will collaborate with Democrats Abroad Global, particularly regarding talking points on sensitive issues.

ARTICLE XII: DPCA VOTING REPRESENTATIVES

12.1 Purpose. The DPCA Voting Representatives shall represent the views of DACN at the international meetings of the DPCA. The Country Chair and the Vice Chair are DPCA Voting Representatives by virtue of their offices.

12.2 Attendance. All DPCA Voting Representatives pledge to attend the AGM of DPCA. In the event that a DPCA Voting Representative is unable to attend a DPCA meeting, an alternate shall be appointed by the Chair with consent by a simple majority of the Board.

12.3 Election Procedure. DPCA shall inform DACN, upon request of the DACN Secretary, of the number of DPCA Voting Representatives to which DACN is entitled at any given AGM or other properly called meeting of DPCA. To elect the remaining DPCA Voting Representatives there will be a single slate of female, male, and non-binary candidates. Candidates may run for both a Board position and on the DPCA slate.

12.4 Election Process. DACN members vote for the Board positions and, simultaneously, for the additional number of DPCA Voting Representatives, and alternates, to which DACN is entitled. Once the Board positions have been declared elected:

a. The elected names, if also appearing on the slate of DPCA candidates, will be removed.

b. Based on the self-declared sex distribution of the Board, the candidates with the most votes of each sex will be declared winners such that the DPCA representation is sex balanced. If the number of allowed DPCA Voting Representatives for DACN is an odd number, the imbalance on the elected DPCA Voting Representatives shall be of the opposite sex of the larger sex comprising the Board. If the number of elected DPCA Voting Representatives is an odd number, the final DPCA Voting Representative position will go to the candidate who received the most votes.

12.5 Alternates. In the event that a DPCA Voting Representative is unable to fulfill duties of the position, a candidate of the same sex as said representative, who shall have initially run for the position on the slate, shall serve as the alternate. If no such alternate is available, then an alternate shall be appointed by the Chair with consent by a simple majority of the Board.

12.6 Counting of Non-binary Sex or Gender Representatives. A non-binary DPCA Voting Representative shall not be counted for the purposes of gender parity, but the remainder of the delegation shall be equally divided between male and female.

12.7 Vote Extension. If the number of allowed DPCA Voting Representatives for DACN extends past 2 votes, the remaining DPCA Voting Representative duty will be given to DACN Secretary, then DACN Treasurer, etc. in order of elected officers of the Executive Committee. If this balance cannot be maintained by the elected Executive Committee members, the Chair, with a simple majority approval from the Board, shall assign the DPCA Voting Representative duties to an appropriate member of the Board.

ARTICLE XIII: COMMITTEES

13.1 Committees. The Chair may create one or more Standing Committees and ad hoc committees, with such functions and responsibilities, as the Chair shall designate.

13.2 Appointment Process. The Chair shall appoint and remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Board at the meeting of the Board next following such appointments or revocation. The committee Chair shall select the membership of each such committee after consultation with the Chair.

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

ARTICLE XIV: CAUCUSES

14.1 Purpose. DACN sponsors caucus groups, which exist to engage members with a particular area of interest in campaigns, initiatives, and advocacy projects.

14.2 Liaisons. The Leadership Board shall appoint a liaison to report on active caucus groups, who shall report to the Leadership Board about campaigns, initiatives, and advocacy projects.

14.3 Self-regulation. Caucuses may, with the advice and consent of the Leadership Board, design their own election process and create positions of responsibility for the caucus so long as there is thirty (30) days notice to the full DACN membership before any election.

14.4 Caucus Bylaws. DACN Caucuses may create their own caucus bylaws that are approved by the DACN Leadership Board.

14.5 Sharing Information. DACN Caucuses should share all events, news, issues identified, and resources with the DACN Director of Communications and Information Technology and the corresponding global caucus.

ARTICLE XV: TERMS

15.1 Terms and Limits. The Members of the Board shall be elected on odd years at the AGM, which meeting shall be held prior to DPCA's annual meeting for that year. They shall be elected, for a term of two (2) years, concluding at the next odd year's AGM. No Officer can serve more than two consecutive terms in the same office.

15.2 Expiration of Term. The terms of all incumbent Board members, appointed Officers, and Committee Chairs shall automatically expire upon the election of a new Leadership Board in accordance with the foregoing paragraph. No Officer can serve more than two (2) consecutive terms in the same office.

15.3 Resignation or Disqualification. Any member of the Board may resign by written notice to the Chair or Vice Chair. A Member of the Board who is determined to no longer qualify as a Member of DACN by vote of a two-thirds (2/3) majority of the Board at a duly convened Board meeting is deemed to have resigned.

15.4 Removal. Any member of the Board may be removed from office by a vote of a two-thirds (2/3) majority of members of the Board at a duly convened meeting of the Board.

ARTICLE XVI: ELECTIONS

16.1 Nominations and Elections Committee. At least 60 days prior to any annual meeting at which elections for members of the Board are to be held, a committee to seek nomination of candidates and administer the election (the "Nominations and Elections Committee" or "NEC") shall be named by the Chair with the approval of the Board. At least 45 days prior to

any special meetings at which elections for members of the Board are to be held, a NEC shall be named by the Chair, in compliance with DA Global.

16.2 Organization and Administration of Elections. The NEC shall decide, in view of local circumstances and to promote the greatest participation, how to organize and administer an election, subject to these Bylaws and DA rules governing Country Committee elections.

16.3 Notice. The NEC shall notify the members of DACN of the election and election procedures no less than thirty (30) days prior to the election.

16.4 Election. The elected members of the Board shall be the eleven (11) candidates for the Board who receive the most votes.

16.5 Officers. The Officers shall be elected from among the members of the Board by a majority of votes. If there are more than two (2) candidates, and no single candidate wins a majority, one or more candidates shall be eliminated pursuant to rules set by the NEC, leaving at least two (2) candidates remaining, and a new round of voting will be held. This process shall be repeated until a single candidate earns a majority of votes.

16.6 Nominations on the Floor. Only in the instance where an office to be elected does not have declared candidates at the end of the nomination period, will nominations be accepted from the floor during the Annual General Meeting or special meeting.

16.7 Each NEC shall ensure, with the assistance of the Board, that all members of DACN are fully informed of the opening of the nominations process and of the elections. Members shall be informed by email and by posting the details on the DACN website. The NEC shall evaluate the qualifications and confirm the eligibility of candidates and prepare a slate of candidates for each office, which will constitute the ballot. The NEC shall conduct its work in an unbiased manner, taking care to ensure fair and equitable access for all candidates, and avoiding any actual or appearance of preference among the candidates.

ARTICLE XVII: VACANCIES

Any vacancy among the Officers may be filled by a majority vote of the Board from among its members. Any vacancy on the Board may be filled from among the members of DACN by a majority vote of the Board, provided that any member so elected may not serve as an Officer unless he or she is elected to that office by the members of DACN either in a regularly scheduled election or in a special election held at any subsequent meeting of the members of DACN in accordance the election and meeting procedures and notice requirements herein. Members of the Board and Officers who fill a vacancy shall serve the remaining term of the departing Board member. Any Board Member or Officer who fills a vacancy for a remaining term of more than one year shall be deemed to have served a full term.

ARTICLE XVIII: NOTICE

Notification of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be provided to members at least thirty (30) days before the meeting. Notice of other meetings of members or of the Board or of the Executive Committee shall be given by such method at the reasonable discretion of the Chair. Bylaws amendments

that seek to materially change the term or condition of service for any of the Members of the Board shall go into effect with the next election. All other amendments take effect immediately upon adoption or as otherwise stipulated.

ARTICLE XIX: MEETINGS

19.1 Annual General Meeting. An annual general meeting (AGM) of members shall be held no later than June 30 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) in election years, the election of the Board and the Officers and (iii) such other appropriate business at the discretion of the Chair.

19.2 Special Meetings. Special meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) five (5) members of the Board or (iii) five per cent (5%) of the members of DACN who request the holding of a meeting.

19.3 Openness. All meetings of the Board, the Executive Committee, the Standing Committees and ad hoc committees (if any) shall be open to all members of DACN.

19.4 Mode. Meetings of DACN may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may deem appropriate.

19.5 Quorum. For the purposes hereof, a quorum shall be determined as follows: (i) for meeting of the membership, at least ten (10) members in attendance; (ii) for meetings of the Board, at least six (6) members in attendance; (iii) of the Executive Committee, three (3) members in attendance; and (iv) of a Standing Committee or any ad hoc committee, one-half (1/2) of the members of such committee.

19.6 Minutes. Minutes of any regular meeting, with the roll of those in attendance, shall be distributed by the Secretary at least one week prior to the next meeting and may be sent out by the Chair electronically. Voting on passage of minutes can take place electronically, at the discretion of the Chair, or be placed on the agenda for the next scheduled meeting. The results of any electronic vote on minutes shall be submitted by the Chair to the Secretary to appear in the next set of minutes. Minutes of special meetings shall be distributed within two weeks of the meeting's occurrence and should be approved electronically by those entitled to a vote.

19.7 Robert's Rules. All meetings shall be conducted in accordance with the edition of Robert's Rules of Order specified by the latest DA Charter as of the date of the meeting.

ARTICLE XX: RULES APPLICABLE TO DACN

The functioning of DACN shall be governed by these Bylaws and other such rules as the Executive Committee may from time to time adopt, subject to these Bylaws and to applicable rules and bylaws of the DCPA. Amendment of these bylaws requires a majority vote of members at an AGM or at any special meeting of the members of DACN for which thirty (30) days' notice is given to all members of the meeting and of proposed changes to the Bylaws.

Adopted May 6, 2017

Amended April 28, 2018

Amended December 7, 2019

Amended August 16, 2021

Amended September 16, 2021

Amended September 27, 2021