



Democrats Abroad Republic of Korea (DAROK)

**Bylaws
Adopted November 30, 2019**

Article I: Name

These Bylaws govern an organization having as its name Democrats Abroad Republic of Korea (hereinafter "DAROK").

Article II: Purpose and Relationship to Democrats Abroad

2.1 The organization shall apply for admittance to the Democratic Party Committee Abroad (the DPCA) as a Country Committee within Democrats Abroad.

2.2 The purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (the Democratic Party) and of Democrats Abroad, as stated in the Charter of the Democratic Party (currently Section 17) and the Bylaws of Democrats Abroad and to provide for appropriate action by its supporters residing in the Republic of Korea.

Article III: Members

3.1 Members must be citizens of the United States, of voting age (meaning having attained eighteen years of age by the next federal election subsequent to joining), who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in the Republic of Korea. A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be excluded from membership by a two-thirds (2/3) vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has had reasonable notice (no less than 30 days) of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.

3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in the Republic of Korea shall be represented within the organization.

3.3 The current list of members as maintained by the Secretary pursuant to Article VIII shall be delivered to the appropriate officers of the DPCA no later than January 31 of each year, or at a date otherwise specified by the International Secretary, in such form and format as the DPCA shall from time to time require.

3.4 To join DAROK, a prospective member must complete the DPCA on-line membership application form made available at the Democrats Abroad international website, i.e.: <http://www.democratsabroad.org/join>.

3.5 By becoming a member of DAROK the member consents to the delivery of his/her name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and other information contained on the membership list of the organization to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in DAROK automatically results in membership in Democrats Abroad.

3.6 Each member has the right to inspect and correct his or her data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the database manager. The membership records shall be maintained by the Secretary in such a manner in order to protect the information therein, pursuant to applicable data protection rules. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. 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 of DAROK. 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: Cessation of Membership

Any member shall cease to be a member if he/she no longer meets the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

Article V: Officers

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Counsel to the Committee. The Chairperson and Vice-Chairperson shall be of different sex. 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.

Article VI: Chairperson

The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establishing the agenda of such meetings, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex officio on all committees and subcommittees of the organization,

including Standing Committees, with full voting privileges. The Chairperson shall be a member of and attend meetings of the DPCA.

Article VII: Vice-Chairperson

In the absence of the Chairperson, the Vice-Chairperson shall call and preside at meetings of members and of the Executive Committee. The Vice-Chairperson shall have such other duties as the Chairperson shall define. The Vice-Chairperson shall be a member of and attend meetings of the DPCA.

Article VIII: Secretary

The Secretary shall maintain a current list of members of the organization (containing the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State 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. The minutes books shall be open for inspection by members.

Article IX: 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). All such records shall be open for inspection by members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

Article X: Counsel

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DAROK and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping. The DAROK Counsel need not be a qualified legal practitioner.

Article XI: Members-At-Large

The two Members-At-Large participate in the work of the Executive Committee to support the organization by engaging in such projects and committees as needed for the effective functioning of DAROK. Members-At-Large shall be appointed by the Chairperson, with majority consent of the Executive Committee, within 30 days of the biennial election. The Chairperson shall endeavor to appoint such Members-At-Large as to reflect the geographic and/or demographic diversity of DAROK members.

Article XII: DPCA Voting Delegation

12.1 DAROK's DPCA Voting Delegation consists of those persons who have been elected to represent DAROK within the DPCA, and who hold the right to vote in the DPCA. These persons are the Chairperson, Vice-Chairperson, and, if applicable, DPCA Voting Representative(s). No person voting for DAROK shall carry more than one (1) vote, excluding any proxy votes allowed by the DPCA Charter.

12.2 The DPCA Voting Representative(s), if applicable, shall be nominated and elected at each Annual General Meeting with regular elections. The number of DPCA Voting Representative(s) are allocated to DAROK by the International Secretary as stipulated in the DPCA Charter and are elected to represent DAROK at international meetings and other official DPCA functions. DAROK shall elect at least the minimum number of Voting Representative(s) necessary to enable it to cast all its votes. The election of alternate voting Representatives is permitted. DAROK DPCA Voting Representative(s) shall be elected in a manner in which gender balance is achieved. DAROK DPCA Voting Representative(s) may be elected to other positions within DAROK except DAROK Chairperson or Vice-Chairperson. A DPCA Voting Representative has no voting status on the DAROK Executive Committee unless the DPCA Voting Representative also holds a position detailed in Articles VIII-XI.

Article XIII: Executive Committee

13.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee, and two Members-at-Large appointed from among the eligible members of the organization. DPCA Voting Representatives(if applicable), Chapterchairs (if applicable), and the chairs of the Standing Committees and Ad Hoc Committees shall be observer members of the Executive Committee without voting privileges.

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

Article XIV: Committees

14.1 The Committee may have the following Standing Committees: Military/United States Forces Korea (USFK) relations (liaison), Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising and Newsletter/Communications.

14.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.

14.3 The Chairperson shall appoint or remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the meeting of the Executive Committee next following such appointments or revocation. The membership of each such committee shall be selected by the committee chairperson after consultation with the Chairperson.

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

Article XV: Other Officers

The Chairperson may appoint and remove such assistant Officers or honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

Article XVI: Terms

16.1 The Officers of the Executive Committee detailed in Articles VI-X and DPCA Voting Representative(s) (if applicable) shall be elected every two years at the annual meeting of the organization. Elections will be held in odd-numbered years. They shall serve for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same office.

16.2 Members-At-Large shall be appointed by the Chairperson, with majority consent of the Executive Committee, within 30 days of the biennial election. The terms of the Members-At-Large shall expire upon election of a new Executive Committee.

16.3 The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

16.4 Any Officer or Member-at-Large who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a three-fourths (3/4) vote of the entire Executive Committee at a regularly called and quorate meeting at which the question of such removal is on the agenda sent out in advance and at which the Officer or Member-at-Large is given due opportunity to explain the reasons for her or his absence.

Article XVII: Nominations and Voting

17.1 At least two months prior to the annual meeting, a committee to nominate candidates (the Nominations and Elections Committee) for election to office shall be named by the Chairperson with the approval of the majority of the Executive Committee.

17.2 At the meeting approving the appointment of the Nominations and Elections Committee, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, whether the elections shall be conducted (i) by mail ballot (to be counted at the annual meeting), (ii) by vote (in person or by proxy) held at the annual meeting and shall adopt the rules with respect to the election.

17.3 The Nominations and Elections Committee shall notify its nominations to the membership no less than 30 days prior to the annual meeting.

17.4 If the elections are to be conducted by mail or by electronic processes (e.g. email, web), any member of the organization wishing to run for office as an Officer or a Member-at-Large of the Executive Committee and not nominated by the Nominations and Elections Committee shall declare his/her candidacy at least 14 days before the annual meeting by a letter, fax or email addressed to the Chairperson of the Nominations and Elections Committee. The Secretary shall send ballots by mail, fax, or email to the membership of the organization no earlier than 13 days before the annual meeting and no later than 10 days before such meeting.

17.5 If the elections are to be held by mail, fax, or email ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filled. If the elections are to be conducted by vote (in person or by proxy), nominations for all positions to be filled may be made from the floor of the annual meeting.

17.6 In the case of a special election held to fill a vacancy pursuant to Article 19.2, the Nominations and Elections Committee shall be appointed pursuant to Article 17.1.

17.7 The use of proxies shall be permitted at general membership meetings of DAROK only. Proxy forms shall be kept with the minutes of those meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or electronically. The proxy shall name the person to whom the proxy is being given and may be (i) either general or limited, (ii) uninstructed or instructed, and (iii) transferable to another person or non-transferable. Proxies may be used to determine whether a quorum is present. A proxy may be given during the course of a meeting if the proxy giver must leave the meeting temporarily or permanently.

Article XVIII: Elections and Removal from Office

18.1 The Nominations and Elections Committee shall run the election part of any membership meeting. The Officers of the Executive Committee and DPCA Voting Representative(s) (if applicable) shall be elected by a majority of votes of (i) the members voting (in person or by proxy) at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by mail, fax or electronic ballot (e.g. email, web) counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held).

18.2 All ballots and votes shall be verified and counted by the Nominations and Elections Committee or its appointed tellers to count the votes. In the event of an election to be held by mail ballot, ballots received by mail shall be kept unopened and delivered to the Nominations and Elections Committee or appointed tellers to count the votes. The candidate receiving the most votes shall be elected.

18.3 In the case of a tie in the number of votes cast for an elected position, an immediate, on-the-spot run-off election shall be held following the announcement of the voting tie result. In such a case, absentee ballots will not be admitted in the runoff election, though proxies (if allowed) may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the run-off round. In the case of a tie, and if a challenge is raised at the election meeting, then a run-off election date shall be set, allowing at least 15 days for the Nominations and Elections Committee to hear the complaint and adjudicate the challenge, with a further minimum 7 days for voter notification and ballot distribution. Absentee and proxy ballots (if allowed) may be admitted in such a run-off election.

18.4 In accordance with Democratic Party and DPCA policy, there is no secret ballot voting in DAROK elections. All ballots cast must include such personal identification and contact data (i.e., name, phone number, e-mail address) as to allow for validation that the voter is a member of DAROK, and to confirm that votes are counted as the voter intended. An electronically-submitted ballot with a typed name shall constitute a valid "signature," so long as the ballot is submitted from or with the e-mail address registered in the membership database.

18.5 An election may be challenged by any eligible member. Challenges must be submitted in writing to the Nominations and Elections Committee within 30 days of the election. The Nominations and Elections Committee shall hear and adjudicate all election challenges in accord with the DPCA Country Committee Election Procedures and the DPCA Rules of Procedure.

18.6 The certified minutes of the election meeting shall be reported to the International Secretary and Regional Vice Chair, together with the complete contact information of all elected officers, within 15 days of the election. The election results shall also be promptly reported to the full membership.

18.7 Any Officer or Member-at-Large of the Executive Committee or DPCA Voting Representative may be removed from office by a vote of two-thirds (2/3) of (i) those present at a duly convened meeting of the membership or (ii) those voting in a duly organized vote by mail or electronic ballot (e.g. email, web) on the question. Notice of any meeting under this Article 18.7 must be given in writing to the membership at least 30 days in advance. ("Writing" or "written notice" in these Bylaws includes electronic correspondence.)

Article XIX: Vacancies

19.1 Vacancy of the Chairperson: If the position of Chairperson becomes vacant for whatever reason, the Vice-Chairperson shall succeed to the office of Chairperson and elections shall be held to fill the office of Vice-Chairperson in accordance with Article

19.2 (Elections for Officer Vacancies). Any Vice-Chairperson succeeding to the office of Chairperson shall serve only until the election of her or his successor at the next regular election. 19.2 Elections for Officer Vacancies: Any vacancy among the Officers or Members-at-Large of the Executive Committee shall be filled by an election held at the next regular meeting of the members of the organization in conformity with Articles XVII (Nominations and Voting) and XVIII (Elections and Removal from Office) hereof. Until such vacancy is filled by an election, the Chairperson may make an interim appointment at his or her discretion of a member to fill the vacancy on a temporary basis, subject to approval by three-fourths (3/4) of the Executive Committee. Any Officer or Member-at-Large elected at a special election shall serve only until the next regular election.

Article XX: Notice

Notice of (i) annual meetings, (ii) meetings at which elections and removals from office will be held and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. Notice of other meetings of members with no less than 14 days written notice and of the executive committee (with reasonable notice under the circumstances) shall be given by such method as the Chairperson shall from time to time reasonably prescribe.

Article XXI: Meetings

21.1 An annual meeting 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 Chairperson and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers of the Executive Committee and of DPCA Voting Representatives (if applicable), and (iii) such other business as the Chairperson shall deem appropriate.

21.2 Other meetings of the membership may be held from time to time upon call by (i) the Chairperson and one other member of the Executive Committee, (ii) one-third of the Executive Committee, or (iii) 10% of the membership who require the holding of a meeting.

21.3 All meetings of the membership, the Executive Committee, the Standing Committees, and ad hoc committees (if any) shall be open to the membership and conducted in accordance with these Bylaws (including the provisions on notice).

21.4 Meetings of DAROK may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may, from time to time approve by a three-fourths (3/4) majority.

21.5 For the purposes hereof, a quorum shall be determined as follows: (i) for meetings of the membership, the lesser of 10% of members or 25 members, including members present; and members present by proxy, having lodged mail/email proxy ballots or delivered proxy ballots by other electronic means, in advance of the meeting for application to votes occurring at the meeting; (ii) for meetings of the Executive Committee, and Standing Committees or any ad hoc committees, one-half of the members of such committee.

21.6 If the Chairperson fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.

21.7 The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chairperson in advance by ten percent (10%) of the confirmed active members as of the last meeting or member tabulation. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chairperson in advance by two (2) members of the executive committee or of the subcommittee, as the case may be.

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

Article XXII: Rules Applicable to the Committee

The functioning of the Committee 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. In the event of a conflict between (A) these Bylaws and the rules referred to in sub-clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub-clause (ii) of the previous sentence, the documents, rules and regulations of such sub-clause (ii) shall prevail.

Article XXIII: City/Provincial Chapters

23.1 Provincial/City chapters, federated with DAROK, can be organized subsequent to the approval of the Executive Committee of a memo from the chapter chair, justifying the request to become a chapter of DAROK.

23.2 Membership in a recognized Chapter is open to any American citizen of voting age who has joined DAROK in accordance with Section 3.1 and is resident in the Chapter city or its region. Members of DAROK not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the Country Chairperson.

23.3 The Chapters shall be recognized only for the internal purposes of DAROK and are an integral and integrated part of DAROK. They shall be subject to and operate solely in accordance with these Bylaws, 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 funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of DAROK.

23.4 To qualify as a Chapter, a group must have at least thirty(30) members, all of whom shall be resident in a given city and the contiguous area immediately surrounding it. Chapters consisting of members of DAROK may be recognized or dissolved by a two-thirds (2/3) vote of the Executive Committee present and voting.

23.5 The only Chapter-level elected position within DAROK shall be the Chapter Chair, elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance herewith. The Chapter Chair elections shall parallel that of DAROK and precede committee elections in each election year. A quorum for Chapter-level elections shall consist of ten (10) Chapter members. All other positions and officers of a Chapter shall be created and appointed by the Chapter Chair at his or her discretion and serve at the pleasure of the Chapter Chair.

Article XXIV: Amendments

Democrats Abroad Republic of Korea - Bylaws

These bylaws may be amended by the general membership of DAROK by a majority of two-thirds of those voting or by a three-fourths vote of the Executive Committee of DAROK. Written text of any proposed Amendments shall be distributed with the advance notice of the general meeting where such amendments will be discussed or voted upon.