

DEMOCRATS ABROAD VIETNAM (DAVN)

BYLAWS

Adopted March 2008

ARTICLE I - NAME

Section 1.1 The name of this organization is Democrats Abroad Vietnam (hereinafter “DAVN”).

ARTICLE II. PURPOSES

Section 2.1 Democrats Abroad is recognized by the Democratic Party of the United States as the official organization representing American Democrats who reside outside the United States of America. DAVN is in turn recognized by Democrats Abroad as the official organization representing American Democrats who reside in Vietnam.

Section 2.2 The purpose of DAVN is to advance the goals and interests of the Democratic Party of the United States (the Democratic Party) and Democrats Abroad, and provide its members with a vehicle for the conduct of its activities, to represent the interests of the members of Democrats Abroad who reside in Vietnam, and, when appropriate, represent Democrats Abroad in Vietnam.

ARTICLE III. MEMBERSHIP

Section 3.1 Any American citizen of voting age living in Vietnam who supports the ideals and principles of the Democratic Party of the United States and who wishes to belong to Democrats Abroad is eligible and may join by submitting a paper or electronic membership form. Qualifying American citizens who join DAVN are automatically members of Democrats Abroad and vice versa.

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

ARTICLE IV. COUNTRY-WIDE OFFICERS

Section 4.1 DAVN shall have the following Country-wide Officers: a Country Chair, a Country Vice Chair, a Country Secretary, a Country Treasurer and Country Counsel.

Section 4.2 The Country Chair and Vice Chair shall be of opposite gender.

Section 4.3 Country-wide Officers shall be elected by the Board and from among the members of the Board exclusively.

Section 4.4 Duties of Officers:

a) The Country Chair shall be the Chief Executive Officer of the organization, shall preside at all meetings of the Executive Committee and the Board and shall have responsibility for the day to day activities of DAVN and of the general membership, shall have responsibility for all activities approved and undertaken by the Board and/or the Executive Committee, shall be an ex officio voting member of all Chapters, Standing Committees and ad hoc committees. The Country Chair may appoint such ad hoc committees as necessary for the execution of the activities of DAVN, with the prior approval of the Executive Committee. The Country Chair shall be a member of and attend meetings of the Democratic Party Committee Abroad (hereafter, the “DPCA”).

b)

The Country Vice Chair shall act in the absence of the Country Chair, shall undertake such other specific duties as the Country Chair may direct and shall be a member of and attend meetings of the DPCA.

c)

The Country Secretary shall maintain a list of members of DAVN as may be prescribed from time to time by the DPCA, record and maintain minutes of all meetings of DAVN, the Board, and of the Chapters and shall keep all files and administrative and archival records of DAVN. All such files and records shall be available for inspection by any Board Member, Country-wide Officer or Officer of the DPCA, and their representatives.

d)

The Country 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 any reporting as required by law. The Country Treasurer shall maintain the financial records of DAVN. The Country Treasurer, Country Chair and Vice Chair shall have signature power over any bank account or other financial accounts opened by DAVN; such signature power shall require the signature of any two of the foregoing above the amount set from time to time by Standing Resolution of the Executive Committee.

e)

The Country Counsel shall be responsible for managing all compliance activities, advising or seeking the assistance of outside legal advisors on all matters of legal and regulatory nature, including laws and regulations applicable to DAVN in Vietnam and in the United States, and liaising with the International Counsel of Democrats Abroad, as necessary, and shall act as parliamentarian at all meetings of DAVN, unless absent or excused therefrom.

Section 4.5 Country-wide Officers shall be elected by the Board at a meeting thereof held no later than one (1) month from the election of the Chapter Representatives referred to the Board in Section 6.2.

Section 4.6 All officials of DAVN shall serve until their successors are elected. Neither the Country Chair nor the Country Vice Chair of DAVN, unless specific permission is given therefore by the DPCA, may serve more than two (2) consecutive terms, nor may any Chapter Chair serve more than two (2) consecutive terms, unless specific permission is given by the Board.

Section 4.7 A majority vote of the Board members present and voting shall be required to elect a Country-wide Officer or fill a vacancy.

Section 4.8 Upon the resignation of a Country-wide Officer, the vacancy shall be filled by majority vote of Board members present and voting at the next meeting of the Board. Upon the removal of a Country-wide Officer or Chapter Chair, pursuant to Article X, the vacancy shall be filled by the Board immediately following such removal by a majority vote of Board Members present and voting.

ARTICLE V. EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1 The Executive Committee shall consist of the Country-wide Officers of DAVN and the Chapter Chairs. The Executive Committee shall meet with and advise the Country Chair on a frequent basis. Country-wide Standing Committee Heads may be invited to attend meetings of the Executive Committee or the Board and if present shall have the right to speak but in no event shall they have a vote on the Executive Committee.

Section 5.2 The Country Chair or any two (2) voting members of the Executive Committee can call for a meeting of the Executive Committee at any time. At least one (1) week's notice of a meeting shall be given unless the Country Chair otherwise determines and no two (2) voting members promptly object.

Section 5.3 The Executive Committee shall be empowered to confirm the appointment of Standing Committees and ad hoc committee heads by the Country Chair and review the activities of all Standing Committees and ad hoc committees, authorize budgets and unbudgeted expenditures in excess of limits it sets from time to time and set limits above which double signatures may be required on all bank accounts and other financial accounts. The Executive Committee shall be further empowered to review and supervise the activities of the Chapters and all other groups and committees of DAVN. The Executive Committee may, by a two-thirds majority, overrule decisions of all officeholders and committees of DAVN.

Section 5.4 A quorum of the Executive Committee shall consist of a simple majority of the voting members of the Executive Committee.

Section 5.5 DAVN shall have the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events and Fund-Raising and Communications.

ARTICLE VI. THE BOARD

Section 6.1 The Board shall be composed of (i) the Country-wide Officers, and (ii) eleven (11) voting Chapter Representatives in total elected by the duly recognized Chapters of DAVN. All members of the Board shall be members of DAVN at the time of their election.

Section 6.2 The Chapter Representatives on the Board shall be elected at a meeting of members of the respective Chapter held within the first three (3) months of each odd numbered year. The results of such elections shall be certified by the Chapter Chair to the Country-wide Secretary.

Section 6.3 The number of Chapter Representatives to be elected to the Board by each Chapter shall be determined by the Executive Committee prior to each election proportionally according to the membership of each of the Chapters. By no later than January 31st of an election year indicated in Section 6.2, each Chapter Chair shall certify its membership to the Country-wide Secretary. The number of Representatives for each Chapter shall be determined by dividing the number of certified members of each Chapter by the total number of certified members of DAVN. The resulting percentage shall be multiplied by the number of voting Chapter Representatives indicated in Section 6.1 and any fractions shall be rounded to the nearest whole number. The resulting whole number shall constitute the number of Representatives a Chapter shall elect to the Board. In any event, no Chapter shall have less than one (1) Representative on the Board.

Section 6.4 Vacancies on the Board will be filled by election by a two-thirds majority of the Executive Committee until the next scheduled election of the Board.

Section 6.5 A vacancy on the Board shall exist when (i) a Board Member has missed two (2) consecutive meetings without prior written notification to one (1) of the members of the Executive Committee or (ii) when a Board Member has resigned or ceased to reside in Vietnam or (iii) when a Board Member has been removed pursuant to the procedures referred to in Section 10.2.

Section 6.6 Regular meetings of the Board shall be held at least once yearly upon call by the Country Chair, Country Secretary, or five (5) Board Members (provided that at least two (2) of them are from different Chapters). At least two (2) weeks' written notice shall be given to all Board Members and an agenda of business to be discussed included with the notice of the meeting. A quorum shall consist of one-third of the Board Members.

ARTICLE VII. CHAPTERS

Section 7.1 Chapters may be duly recognized from time to time by the Board of DAVN in accordance with Section 7.7.

Section 7.2 From time to time the Board shall adopt Standing Resolutions for the governance of the Chapters. Between Board meetings the Executive Committee may adopt Standing Resolutions for the governance of Chapters. The Board may overrule, amend or suspend such Standing Resolutions adopted by the Executive Committee.

Section 7.3 Membership in a recognized Chapter is open to any American citizen of voting age who has joined DAVN in accordance with Section 3.1. and is resident in the Chapter city or its region. Members of DAVN 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-wide Chair.

Section 7.4 Each Chapter shall be headed by a Chapter Chair, with the assistance of a Chapter Secretary/Treasurer, elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance herewith. The Chapter officers shall be elected at the same time as the Chapter Representatives to the Board.

Section 7.5 The Chapters shall be recognized only for the internal purposes of DAVN and are an integral and integrated part of DAVN. They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Board 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 DAVN.

Section 7.6 The Chapter Treasurer shall be subject to the supervision of the Country 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. The use and expenditures of funds shall be determined pursuant to prior ad hoc agreements reached between the Chapter and the Executive Committee (or the Country Chair if a decision is required prior to the next Executive Committee meeting as to each event or publication and subject to approval by the Executive Committee) and/or Standing Resolutions. In no event shall the expenditure of funds be agreed to or any funds be disbursed by the Chapter without the prior consent of the Country Treasurer and the Chapter Chair.

Section 7.7 To qualify as a Chapter a group must have at least ten (10) members all of whom shall be resident in a given city and the contiguous area immediately surrounding it. Chapters consisting of members of DAVN may be recognized or dissolved by a two-thirds vote of the Board present and voting.

Section 7.8 A meeting of a Chapter shall be quorate if at least 10% of Chapter members are present in person, other than election meetings, where a quorum shall consist of the lesser of 10 members or 15% of the members.

ARTICLE VIII. MEETINGS GENERALLY

Section 8.1 The meetings of the Executive Committee, the Nominations Committee, all Standing Committees and ad hoc committees may be held in person or by telephone, video-conference, internet-conference or other 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.

Section 8.2 All business meetings of the Board, the Executive Committee, the Chapters and the General Membership shall be open to all members of DAVN unless the Country Chair (or Chapter Chair, as the case may be) determines that it is required in the best interest of DAVN to limit attendance only to members of the body in question. Business meetings of Standing Committees and ad hoc committees and the Nominations Committee (other than the meeting referred to in

Section 5.8) shall be limited only to members of the body in question, unless the Country Chair or committee chair determines that it is required in the best interest of DAVN to open the meeting.

Section 8.3 At least one (1) meeting of the general membership of DAVN shall be held every year and every effort shall be made to obtain full and widespread notice of the time and place of the meeting, including but not limited to providing written notice by mail or electronic means to all members of DAVN. The general membership meetings shall be hosted by different Chapters of DAVN on a movable basis as determined by the Executive Committee. No Chapter may host more than two (2) general membership meetings in a row. At the Annual General Membership Meeting a report of the activities of the Board and the Executive Committee shall be presented along with such other reports as the Executive Committee may deem appropriate. On suggestion of the Executive Committee, the Board may call such other general membership meetings as it deems appropriate.

Section 8.4 All meetings of DAVN at whatever level will be conducted in accordance with and in the following order of priority in the event of a conflict: these Bylaws, any applicable Standing Resolutions or rules adopted by the Board or Executive Committee and the latest edition of Robert's Rules of Order.

Section 8.5 Voting in all meetings may be by show of hands, roll call, written ballot or other 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.

ARTICLE IX. PROXY VOTING

Section 9.1 The use of proxies shall be permitted at general membership meetings of DAVN and Chapter meetings 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 not 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 X. RESIGNATION - REMOVAL FROM OFFICE

Section 10.1 Any DAVN officeholder may resign by written notice to the Country Chair or Vice Chair.

Section 10.2 After notice and opportunity for hearing and upon grounds found by two-thirds of the Board present and voting to constitute good and sufficient cause, the Board may remove any member of DAVN from membership in DAVN and/or any office that such person may hold in

DAVN (including without limitation any elected office). Pursuant to the Bylaws of Democrats Abroad, any member or officeholder of DAVN may also be removed by the DPCA.

Section 10.3 A member of DAVN who shall cease to have her or his principal residence in Vietnam shall be deemed to have resigned from DAVN effective upon her or his change of principal residence.

ARTICLE XI. AMENDMENTS

Section 11.1 These Bylaws may be amended by the general membership of DAVN by a majority of two-thirds of those voting or by a three-fourths vote of the Board of DAVN.