

2022 Charter Amendments

Proposal No. 11 – Housekeeping

Primary Sponsor(s): Joe Smallhoover (France), Ada Shen (France)

Co-Sponsors: Max Dunitz (France)

Purpose: General housekeeping - where such changes do not negatively impact or change meaning but where standardizing language or spelling out a “common sense” understanding may make the text more accessible or reduce potential for confusion. Examples are: standardizing reference to DPCA Executive Committee (from International Executive Committee or Executive Committee); clarifying distinctions between “membership of Democrats Abroad” “member-at-large of Democrats Abroad” and “DPCA Member”; deletion of vestigial text fragments from past Charter revisions; re-ordering some text for clarity, etc.

Affected Sections: 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, Article 4, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.8, 4.9, 4.10, 4.11, 4.12, 5.6, 5.7, 5.9, 5.10, 5.11, 6.1, 6.3, 7.2, 11.1

Resolution Text:

WHEREAS Over the course of the history, the Charter of Democrats Abroad has been amended numerous times;

WHEREAS Throughout the years a number of inconsistencies, anomalies, and the simple errors have crept into the text of the Charter and other passages inadvertently deleted;

WHEREAS It is it is appropriate to conduct a general house cleaning of the charter in order in order to render the text of the Charter as accessible and coherent as possible;

BE IT RESOLVED that the Democrats Abroad Charter be and is now amended as below:

Section 3.1 (Calling of Meetings, including Electronic Meetings)

Meetings of the DPCA may be called by the International Chair, or by at least one-fourth (1/4th) of its voting members, or by a simple majority of the [DPCA](#) Executive Committee. An annual Democrats Abroad Global Meeting shall be called in the first half of each year to approve the accounts of the previous year and take any such other action as may be appropriate and, in odd-numbered years, to elect officers. If, for whatever reason, the International Chair or International Vice Chair fails to call a meeting when required to do so, then the International Secretary shall call such meeting within thirty (30) days of the date required. Except as otherwise provided in Section 3.4, meetings of the DPCA may be held exclusively by, or in conjunction, with electronic participation, provided that, at a minimum, the technology used to conduct the meeting enables simultaneous aural communication (i.e., audio conferencing capability).

Section 3.2 (Date and Place)

Upon proposal of the International Chair at a duly constituted DPCA meeting, and after having invited all Country Committees to submit non-binding bids, the date, time, and place of the annual DPCA meeting required under the previous Section shall be determined by majority vote of the Country Committees, DPCA Officers, and DNC

Members present or represented at the meeting or participating by electronic vote (see Section 3.7). The [DPCA](#) Executive Committee may vote to change the date, time, or place for reasons it deems important.

Section 3.3 (Notice and Agenda)

- (a) Notice of each [DPCA](#) meeting, containing the place and time of the meeting and the agenda, shall be sent or given by the International Chair to each DPCA Member not less than forty-five (45) days before the date of the meeting. Any DPCA Voting Member may request the International Chair in writing, not less than thirty (30) days before the meeting, to place additional [non-frivolous](#) items on the agenda, and shall simultaneously furnish the text of any [non-frivolous](#) resolutions proposed for adoption. The International Chair shall circulate such additional [non-frivolous](#) items and proposed resolutions, as well as other resolutions, to DPCA ~~M~~members not less than fifteen (15) days before the meeting. Items may be added to the agenda at the meeting by majority vote of DPCA ~~M~~members present or represented. To the extent not otherwise provided for herein, procedural questions shall be settled in accordance with the current edition of Robert's Rules of Order. [Deadlines for the purposes of proposed resolutions and charter amendments are for convenience only and may be waived by the relevant committee or the DPCA at the DPCA meeting.](#)
- (b) The International Chair ~~shall~~~~may~~ name a Resolutions Committee for the meeting to review any resolutions presented to the Chair as additional items for the agenda. The duty of the Resolutions Committee shall be to refine the language of proposed resolutions and obtain approval of the refined language from the person(s)/committee(s) submitting the proposed resolutions and to advise and make recommendations to the DPCA concerning the substance of the resolutions.

Section 3.4 (Quorum)

A quorum for a [DPCA](#) meeting shall require the real-time participation, either in person or online of:

- (a) the International Chair or Vice Chair of the DPCA; and
- (b) 40% of DPCA Voting Members (i.e., excluding DPCA Non-Voting Members and Alternate Members).

For quorum purposes, the individuals referred to in paragraph (b) must include DPCA Members resident in at least thirty percent (30%) of Country Committees in compliance with Section 5.4 and two(2) Regions.

Section 3.5 (Attendance)

The International Chair shall ensure that all DPCA meetings are also accessible for remote participation via live on-line audio ([at a minimum](#)), and video conferencing services. Notwithstanding the foregoing, neither the International Chair nor the DPCA shall be obligated to pay for the telecommunications charges involved in participation by a DPCA Member or member of Democrats Abroad. Participation by such online conferencing services shall constitute presence at a meeting for all purposes of this Charter.

Section 3.6 (Representation and Voting)

- (a) Representation and votes on the DPCA shall be allocated to Country Committees biennially in odd-numbered years, in accordance with such year's country committee membership certification made pursuant to ~~required under~~ Section 5.4(f), calculated as follows:

[...]

- (e) All decisions of the DPCA shall be taken by simple majority vote except where a two-thirds (2/3rds) vote is required (Sections 2.4(c), 4.2, 5.3, 6.1 and 10.1) or where the right to vote is not accorded to all DPCA Voting Members (Sections 4.2 and 7.2). The simple majority must include votes from at least one-third (1/3rd) of all Country Committees.
- (f) No DPCA ~~M~~member or valid proxy holder may cast in excess of 4 votes (including proxies). This rule shall not apply for the selection of delegates to the National Convention or the election of DNC Members.

[...]

- (h) A "Country Committee Voting Delegation" consists of those persons who have been selected to represent the members of a Country Committee on within the DPCA and who hold the right to vote in ~~the~~ DPCA Meetings, and these persons are the Country Committee's Chair, Principal Vice Chair, and Voting Representative(s). Non-Voting and Alternate Voting Representatives are also considered members of the Voting Delegation, with the right to participate in DPCA Meetings even if without an inherent vote.

~~(i) With effect from the time of each Country Committee's 2019 leadership election, or March 31, 2019, whichever occurs first, and continuing thereafter:~~

- (i) the total number of positions in the Country Committee Voting Delegation shall be equal to the number of votes allocated to that Country Committee pursuant to this Section ~~(with the sole exception of a Country Committee allocated one vote, in which case the size of the delegations shall be two persons being the Chair and Vice Chair);~~

[...]

- (iv) Country Committees may also elect Non-Voting or Alternate Voting Representatives. These are Non-Voting ~~M~~members of the DPCA who do not hold an inherent vote but may hold proxies as DPCA members and fill Voting Representative vacancies, if any. Non-Voting or Alternate Representative elections must be conducted at the same time as Voting Representatives and National Officer elections, in keeping with gender balance rules.

Section 3.7 (Capacity to Vote and Proxies)

[...]

- (j) A DPCA Member holding two (2) positions may not issue a proxy with respect to more than one (1) such position if such ~~M~~member is absent from a meeting; if such ~~M~~member attends a meeting such ~~M~~member may issue no proxies.

[...]

Article Four: DPCA Executive Committee ~~Officers~~

Section 4.1 (Officers)

The elected officers of the DPCA [Executive Committee \(“Officers”\)](#) shall consist of:

- (a) the International Chair, International Vice Chair, International Treasurer, International Secretary, and International Counsel, no more than two (2) of whom shall be from the same Country Committee at the time of the election. Such offices shall be held by individuals from at least two (2) different Regions. [If there is no other candidate for any position, a candidate who would otherwise be ineligible under the previous sentences of this Section 4.1 may be elected](#)); and
- (b) the Three (3) Regional Vice Chairs.

~~However, if there is no other candidate for any position, a candidate who would otherwise be ineligible under the previous sentences of this Section 4.1 may be elected.~~ The [DPCA Executive Committee](#) shall be comprised of these eight (8) elected Officers of the DPCA.

[The ethical and fiduciary duties of the Officers shall be to the DPCA as a whole.](#)

Section 4.2 (Election)

[...]

- (c) No officer, including Regional Vice Chairs, may serve in the same office for more than two (2) consecutive full terms. [A person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.](#) *[moved from Section 4.5]*

In the event that there is no candidate for a DPCA Executive Committee office, an Officer who has served two (2) consecutive terms in that office may be elected to a third term of that office by a two-thirds (2/3rds) majority vote pursuant to Section 4.1.

- (d) [The elections of the Offices and of the Regional Vice Chairs shall be concluded by Nominations and Elections Committee \(NEC\) under such rules as it shall decide, after consultation with the DPCA Executive Committee.](#)

Section 4.3 (Nominations)

- (a) Prior to the election meeting, the International Chair shall appoint, after consultation with the [DPCA Executive Committee](#), five(5) members of Democrats Abroad as a Nominations and Elections Committee (NEC), at least three (3) of whom shall not be DPCA Members. Members of the NEC shall not be candidates for office [nor may they](#) be elected to office [during the meeting at which such elections are held. No member of the NEC may resign from the NEC in order to run for office, to be elected during the elections for which they were appointed.](#)

[...]

Section 4.4 (Leadership Diversity)

The International Chair and International Vice Chair shall be from different Country Committees and shall be of different sex, as declared by each candidate in advance of the election. For the purposes of this ~~S~~section and Section 5.2(d)(iv), 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.

Section 4.5 (Replacement)

In the event of a vacancy of an office established under Section 4.1(i), including the resignation or removal of such officer in accordance with Section 2.4, the Executive Committee of the DPCA shall proceed immediately with the nomination of a replacement, subject to confirmation at the next meeting of the DPCA. If the replacement fails to be confirmed, nominations shall be taken from the floor, and an immediate election shall be conducted with votes cast by those in attendance. The person elected shall serve out the balance of the term. ~~For the purposes of Section 4.2(c), a person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.~~ [moved to Section 4.2c]

Section 4.6 (Responsibilities of the International Chair)

The International Chair shall be responsible for the carrying out of the programs and policies of the Democratic Party and Democrats Abroad. The International Chair shall preside at all meetings of the DPCA, establishing meeting agendas, and implementing decisions taken during DPCA meetings. Following consultation with the [DPCA](#) Executive Committee, the International Chair may appoint deputies or assistant officers (such appointments shall be promptly notified to the DPCA) and conduct the day-to-day business of Democrats Abroad. The International Chair shall be the chief spokesperson for the organization. The International Chair may, after consultation with the [DPCA](#) Executive Committee, create or terminate committees, task forces, caucuses and councils, determine their composition and purpose and appoint their chairs or co- chairs. The International Chair shall *ex officio* be a non-voting member of all committees, task forces, caucuses and councils.

[...]

Section 4.8 (Responsibilities of the International Secretary)

The International Secretary shall keep minutes of DPCA meetings (taking particular note of all Standing Resolutions) and [DPCA](#) Executive Committee meetings, circulate minutes and records of action to DPCA Members, be responsible for maintaining all the administrative files and records and membership lists and databases of the DPCA and Democrats Abroad, and perform such other duties as may be prescribed by the International Chair.

Section 4.9 (Responsibilities of the International Treasurer)

The International Treasurer shall keep the financial records of the DPCA, establish a yearly budget for approval of the [DPCA](#) Executive Committee, oversee its bank and other financial accounts, make an annual financial report to the DPCA, and ensure that any necessary reports or filings with the DNC or the governmental authorities of the United States of America and the several States, are timely made.

Section 4.10 (Responsibilities of the International Counsel)

The International Counsel shall be a qualified legal practitioner available for consultation on legal and procedural questions relating to Democrats Abroad and its activities, and the

interpretation of and compliance with the Charter and Bylaws of the DNC, and the Charter of Democrats Abroad. ~~and the bylaws of Country Committees, and serve as Parliamentarian at DPCA meetings.~~ The International Counsel may provide guidance to the Country Committees and Transnational Committees in these regards. The International Chair may appoint a separate individual to serve as Parliamentarian at DPCA Meetings; absent this, the International Counsel will serve as Parliamentarian.

Section 4.11 (Responsibilities of the DPCA Executive Committee)

The DPCA Executive Committee shall be responsible for the conduct of the affairs of Democrats Abroad in accordance with policies of the DNC and the DPCA. The DPCA Executive Committee shall establish its own rules and, when convened by the International Chair or one third (1/3rd) of its members, may act in a meeting, by telephone or electronic means. The DPCA Executive Committee shall adopt a budget for Democrats Abroad prior to the first meeting of the DPCA each year. The Executive Committee shall maintain documents containing guidance on specific issues, as mentioned in Section 2.3, 5.3, 5.4, 5.7, and 5.11.

Except as provided in the following sentence, decisions taken by the DPCA Executive Committee shall be by simple majority vote of those members present in person or by instructed proxy given to another member of the DPCA Executive Committee or, if such vote is taken in electronic or written form, by simple majority of the entire DPCA Executive Committee. By a two-thirds (2/3rds) majority of the entire DPCA Executive Committee, the DPCA Executive Committee may overrule any decision or action of any Officer.

Section 4.12 (Executive Director and Staff)

Following consultation with the DPCA Executive Committee, the International Chair ~~["may name an Executive Director~~ and appoint or hire such staff to perform such duties as the International Chair may prescribe; provided that the hiring of paid staff shall be subject to the budget approval of the DPCA Executive Committee.

[...]

Section 5.6 (Chapters)

[...]

Any dispute between a Chapter and its Country Committee may be brought before the DPCA Executive Committee for ~~determination.~~ non-binding mediation.

Section 5.7 (Non-Country Committee Representatives)

[...]

In the event that a recognized Democrats Abroad Country Committee dissolves, its general members ~~will~~ become members of the NCC Representative's constituency. In the event that a NCC Representative's territory of residence becomes a recognized Democrats Abroad Country Committee, that NCC Representative shall no longer be eligible for the position and it shall immediately become vacant.

The ~~International~~ DPCA Executive Committee shall maintain, and make available upon request, written guidance: ~~two documents related to Section 5.7. The first document,~~ "Elections of NCC Representatives," ~~shall~~ covering those election details that are not

explicitly mandated within the Charter, and ~~–The second document,~~ “The Role and Responsibilities of NCC Representatives,” shall covering the role and responsibilities of NCC Representatives not explicitly mandated within the Charter.

[...]

Section 5.9 (Suspension of Country Committee or Country in Formation)

(a) The DPCA Executive Committee shall adopt such rules of procedure for hearings in connection with the proposed suspension of a Country Committee as it deems necessary to ensure that the hearing be conducted in a fair manner and the decision, with an ample explanation of the reasoning involved, shall be communicated in writing. [moved from end of (b)]

(b) A Country Committee or Committee In Formation may be suspended from full membership by a seven-eighths (7/8ths) vote of the DPCA Executive Committee or by a two-thirds (2/3rds) vote of the DPCA, which suspension shall be promptly communicated in writing to the Chair and Vice Chair of the affected Committee, if it:

- (i) fails to hold an election of officers within six (6) months following the date prescribed by the Country Committee's Bylaws. Any Country Committee or Committee in Formation suspended under this paragraph may be reinstated to full rights by the DPCA upon filing an application with the International Chair accompanied by a copy of the minutes of a valid election meeting certified as true by the Country Committee's Chairperson and Secretary; or
- (ii) engages in unacceptable conduct that seriously harms the interests of the Democratic Party of the United States of America, the DNC, Democrats Abroad, ~~or its own Country Committee~~. Unacceptable conduct may include, but is not limited to, violations of the DPCA Code of Conduct. The Chair and Vice Chair of such Country Committee shall be notified in writing of the initiation and nature of the charges and the DPCA Executive Committee will provide ample information to enable a defense to be prepared. A Country Committee or a Committee in Formation suspended under this paragraph (b) may request a prompt hearing to be held within thirty (30) days and the DPCA Executive Committee shall make such arrangements as it deems best suited to protect all interests, in the context of a global party, including providing guidance and advice on supervising new elections. The hearing may, without limitation, be held by telephone conference call or video conference.

~~The DPCA Executive Committee shall adopt such rules of procedure for hearings in connection with the proposed suspension of a Country Committee as it deems necessary to ensure that the hearing be conducted in a fair manner and the decision, with an ample explanation of the reasoning involved, shall be communicated in writing. [moved to a]~~

(c) If in the judgment of the International Chair a Country Committee, or Committee In Formation is guilty of serious and highly unacceptable conduct that, if continued, would irreparably damage any of the aforesaid interests, the Chair may immediately issue a temporary order of suspension, indicating the grounds for such action, and shall simultaneously inform the DPCA Executive Committee of such action and the reasons, therefore. Within seven (7) days, the DPCA

Executive Committee shall either schedule a hearing under the foregoing subparagraph or shall terminate the temporary order.

- (de) A Country Committees may be suspended upon unanimous vote of the DPCA Executive Committee if the Country Committee's certified membership in Democrats Abroad falls significantly due to actions or failure to act objectively attributable to the Country Committee.

Section 5.10 (Removal of Out of Compliance Country Committees)

If a Country Committee (i) fails to fully comply with the requirements of Section 5.4 for four (4) consecutive years or (ii) is suspended pursuant to Section 5.9 and fails to take the steps necessary to have such suspension overturned during the four (4) years after being suspended, then such Country Committee shall automatically be removed from the DPCA without any additional notice or action being required on the part of the DPCA unless the DPCA Executive Committee votes by a seven-eighths (7/8ths) vote to delay removal for a period of one (1) year. If the DPCA Executive Committee votes to delay removal and the Country Committee fails to fully comply with the requirements of Section 5.4 or to take the steps necessary to have their suspension overturned within the 12 (twelve) months following the vote, then on the first anniversary of the vote to delay, the Country Committee shall automatically be removed from the DPCA without any additional notice or action being required on the part of the DPCA. Members of a removed Country Committee retain membership in ~~members-at-large~~ of Democrats Abroad.

Section 5.11 (Transnational Committees)

A Transnational Committee (or "TC") is equivalent to a Country Committee in every way relevant to this Charter except that it does not represent a geographical area coextensive with national boundaries.

All Country Committees established prior to August 21, 2021 are not Transnational Committees and therefore are not subject to the clauses of this Section specifically related to Transnational Committees, including the annexation and secession clauses.

A Transnational Committee may be established and recognized~~admitted~~ to the DPCA according to the same processes and criteria as described in Section 5.2 and 5.3, with the additional requirement that the geographic area of a Transnational Committee must be wholly within a single Region as described in Section 6.1. The ~~International~~ DPCA Executive Committee shall maintain, and make available upon request, a document providing guidance on the current expectations for the admission of a Transnational Committee, including but not limited to provisions in its bylaws, clear definitions of its membership, and accommodations for its unique geographic conditions.

The purpose of the addition of Transnational Committees ~~as a constituent unit of Democrats Abroad~~ is to allow for the organization of new recognized and representative committees within the DPCA, not to reorganize existing ones. Therefore, any existing Country Committee as of August 21, 2021 may not forego its recognized Country Committee status in order to form a Transnational Committee without first completing the full dissolution process as described elsewhere in this Charter.

A Transnational Committee may file a joint request for annexation to the relevant Regional Vice Chair, with a group of members in the same region who are not represented at the time of the request by any Transnational Committee or Country Committee (regardless of compliance status). The primary purpose of the request must be to expand the geographic area represented by the Transnational Committee. The

requirements before the contents of an annexation request can be considered by the Regional Vice Chair shall be described by the [International DPCA](#) Executive Committee in the guidance document on Transnational Committees described in this section. At the discretion of the relevant Regional Vice Chair, this request may be submitted for approval at a DPCA global meeting, with vote allocations and other administrative details to be changed within 30 days of the close of that meeting.

[...]

Article Six: Regions

Section 6.1 (The Regions)

[Democrats Abroad Groupings of Country Committees](#) shall be divided into the following geographical Regions: (i) Europe-Middle East-Africa; (ii) Asia-Pacific; and (iii) the Americas. The composition of Regions [shall be determined or altered by a standing resolution of the DPCA or may be altered](#) by a standing resolution adopted at any meeting of the DPCA by a two-thirds (2/3rds) majority ~~of those Country or Transnational Committees present in person or by proxy.~~

[...]

Section 6.3 (Duties of Regional Vice Chairs)

The Regional Vice Chairs shall, under the direction of the International Chair, promote ~~cooperation among the Country Committees in the respective Regions~~ [development of membership of Democrats Abroad in the region](#) and implement any Regional programs or plans adopted by the Regional Committees, provided such programs or plans have been approved by the International Chair in consultation with the [DPCA](#) Executive Committee.

[...]

Section 7.2 (Election of DNC Members)

Each of the six (6) elected DNC Members shall be eligible to serve in such position for no more than two (2) consecutive full terms and shall be elected for a term of four (4) years at ~~a meetings of the DPCA~~ to be held during the year of the National Convention, to be chosen as follows:

- (a) At Regional Conventions held pursuant to a duly authorized and accepted Delegate Selection Plan, the delegates to each Regional Convention elected under the Plan shall elect one (1) DNC Member from that Region by majority vote of delegates physically present;
- (b) The remaining DNC Members to represent Democrats Abroad shall be elected by majority vote of the Democrats Abroad Convention (excluding the incumbent elected DNC Members);

The International Chair and International Vice Chair of the DPCA may not cumulate membership as *ex officio* members and as elected DNC Members. Elected DNC Members need not be DPCA Members. All Democrats Abroad DNC Members must have their principal residence abroad, [must be members of Democrats Abroad for at least six months prior to their election](#), and their number shall be equally divided between men

and women.

[...]

Section 11.1 (Amendments)

This Charter may be amended by the affirmative vote of two-thirds (2/3rds) of the votes cast under the procedure provided for in Sections 3.6 and 3.7, at a regularly constituted meeting of the DPCA. Such qualified majority must include votes from at least one-third (1/3rd) of all Country Committees.

The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted upon.

Notwithstanding any other provision in this Charter, casting votes to amend the Charter by letter or electronic means shall not be permitted unless there has been discussion of the amendment at the immediately preceding meeting.

~~The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted upon.~~