



DEMOCRATS ABROAD

DEMOCRATS ABROAD FRANCE Articles of Association

Article I: Formation and Name of the Organization

Section 1.1 Formation: The members have formed this association as one governed by the French Law of 1st July 1901 and the Decree of 16th August 1901.

Section 1.2 Name: The name of this association is Democrats Abroad France (“DA France”). The former name of this association is the Democratic Party Committee in France.

Section 1.3 Registered Office: DA France’s registered office shall be located at the address from time to time of the Maison des Associations of the 8th Arrondissement, Paris, France. It may be changed at any time to any other location in the City of Paris by action of the Association’s Executive Committee. A change of location and address of the Association’s registered office to one outside the City of Paris shall require action by the Association’s membership provided in these Articles of Association (the “Articles”).

Article II: Relationship to Democrats Abroad, Purpose, Governing Documents

2.1 Country Committee

DA France is a constituent member and Country Committee as defined in the Charter of the Democratic Party Committee Abroad (herein “Democrats Abroad”), a non-profit association organized by the Democratic Party of the United States under the Uniform Nonprofit Association Act of 2000 with its principal place of business in the District of Columbia.

2.2 Purpose

The purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States and of Democrats Abroad as stated in the Charter of the Democratic Party (§17) and the Charter of Democrats Abroad, to exercise the rights and obligations of a Country Committee under the Charter of Democrats Abroad, and to provide a platform for appropriate action by its members and supporters in France.

2.3 Non-US Political Activity

Neither DA France nor any of its subdivisions may participate in any manner in the political activities of France or any country other than the United States of America and its constituent States.

2.4 **Dues; Voting Record**

No membership fees or dues or past voting record are required. Financial resources may be provided by voluntary contributions by individuals and entities meeting the requirements of applicable law and the rules of the United States Democratic Party. Fees may be charged to members and others for attendance and participation in events organized by DA France or its subdivisions or members.

2.5 **Governing Documents**

DA France shall be governed by (i) these Articles of Association and such rules and resolutions as the Executive Committee may adopt, and (ii) the Charter and Bylaws and rules and regulations of Democrats Abroad and the Democratic Party of the United States. In the event of conflict between item (i) and (ii), the documents, rules and regulations of item (ii) shall prevail.

2.6 **Amendments to Articles**

These Articles may be amended by the affirmative vote of two-thirds of the members of DA France present at a regular or special meeting duly called and quorate. The written text of any proposed amendments shall be distributed to members at least 45 days prior to the meeting where such amendments will be voted upon.

Article III: Members

3.1 **DA France Membership**

Persons eligible to join DA France shall meet the following qualifications: (i) be a citizen of the United States, (ii) be eighteen years of age or older by the next federal election subsequent to joining, (iii) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad, (iv) have an address in France, and (v) shall not be a voting member of any other Democrats Abroad Country Committee.

3.2 **Chapter Membership**

Membership, voting and election to office in a Chapter and Subchapter (as defined in Article VII) is open to any member who resides in the vicinity of the Chapter or Subchapter. A member of DA France shall be a voting member of only one Chapter or Subchapter but may participate in activities hosted by other Chapters or Subchapters.

3.3 **Application**

A prospective member shall complete the Democrats Abroad on-line membership application available at www.democratsabroad.org/join.

3.4 **Personal Data**

By becoming a member of DA France, the member explicitly consents to the use of the information contained on the membership form to DA France and

Democrats Abroad for lawful purposes in furtherance of the objectives of the United States Democratic Party.

3.5 Validation of Personal Data

Each member has the right to inspect and amend his/her own membership information as maintained in the Democrats Abroad membership database.

3.6 Use of Personal Data

Membership records shall be kept confidential, and they shall not be available to any person other than members of the DA France Executive Committee, Democrats Abroad, the Democratic Party of the United States, and members or staff of any of the foregoing in connection with elections or member database management. All individuals with access to membership data shall be required sign and adhere to the terms of the appropriate confidentiality agreements. 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 Democrats Abroad France. 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.

3.7 Membership Database

Membership records shall be maintained by the Secretary in a manner consistent with Democrats Abroad requirements and applicable data security laws. An up-to-date membership database shall be submitted to the appropriate officers of Democrats Abroad no later than January 31 of each year in such form and format as the Democrats Abroad shall require.

Article IV: Executive Committee

4.1 Membership of Executive Committee

The members of the Executive Committee shall be: Chair, First Vice-Chair, Second Vice-Chair (Chapter Liaison), Secretary, Treasurer, Counsel, GOTV Officer, Database/IT Manager, Communications Coordinator, Issues, Programs and Events Coordinator, and Membership Outreach/Volunteer Coordinator (the "Officers"), and Chairs of the Chapters and Caucuses. The Chairs of the Standing Committees and Ad Hoc Committees and appointed Officers such as the Database/IT Manager shall have observer status and be able to participate in meetings of the Executive Committee without voting privileges. The immediate past Chair (provided that s/he has not lost the immediate preceding election or is otherwise disqualified) shall be an ex-officio member of the Executive Committee for one additional term.

4.2 Gender Balance

To the extent practicable, the Officers shall be balanced as to gender. The Chair and the First Vice-Chair shall be of different genders, and the two Vice-Chairs shall each be of different genders.

4.3 **Responsibilities of the Officers**

4.3.1 **The Chair**

The Chair shall be the chief executive officer of DA France, shall call and preside at all meetings of members and of the Executive Committee, establish the agenda of such meetings, and shall be responsible for carrying out the programs, policies, and activities duly approved by the members and the Executive Committee. The Chair is also the primary Officer representing DA France in Democrats Abroad and shall attend Democrats Abroad Global and Regional meetings to the extent practical.

The Chair and First Vice-Chair with the advice of the other Officers may allocate between themselves the duties of the Chair.

The Chair or any Officer delegated by the Chair to do so, shall be entitled to sit on all Standing and Ad Hoc Committees, with full voting privileges. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee. The Chair is an ex-officio member of Democrats Abroad and should attend meetings to the extent practical.

4.3.2 **Vice-Chairs**

The First Vice-Chair shall assist and support the Chair in the execution of the Chair's duties, and shall, in the absence of the Chair call and preside at meetings of members and of the Executive Committee. The First Vice-Chair shall be a member and represent DA France in Democrats Abroad at the Global and Regional level, should attend meetings of such bodies to the extent practical, and shall report monthly to the Executive Committee the current activities of the Democrats Abroad leadership. In addition to the shared responsibilities of the Chair allocated to the First Vice-Chair as provided in Section 4.3.1, if the office of Chair shall become vacant the First Vice-Chair shall assume the responsibilities of the Chair and the Vice-Chair-Chapter Liaison shall act as First Vice-Chair.

The Second Vice-Chair (Chapter Liaison) shall be charged with monitoring the activities of, and supporting the Chairs of the Chapters and Subchapters, and implementing the decisions of the Executive Committee and Officers insofar as they pertain to the Chapters and Subchapters. The Second Vice-Chair (Chapter Liaison) shall upon election to the office of Second Vice-Chair be a Voting Representative and member of Democrats Abroad as provided in Article IX and shall with the Chair and First Vice-Chair attend meetings of Democrats Abroad to the extent practical, and shall report monthly to the Chapter and Subchapter Chairs the current activities of the Executive Committee and Global and Regional Leadership of Democrats Abroad.

If the office of the Chair shall become vacant, the First Vice-Chair shall assume the duties of the Chair and the Second Vice-Chair shall then act as the First Vice-Chair. The Executive Committee shall appoint a replacement officer to carry out the duties of the Second Vice-Chair (including as a Voting Representative) provided that such person shall be a duly elected and voting

Officer-member of the Executive Committee. The Secretary will notify the Secretary of Democrats Abroad promptly upon the appointment of a replacement Second Vice-Chair (Chapter Liaison) and Voting Representative.

4.3.3 Secretary

The Secretary shall take and archive minutes of Executive Committee meetings and all Annual General and Special Meetings of the members and maintain the current list of members of DA France in collaboration with the Database/IT Manager. The Secretary shall maintain and safeguard all files and administrative records of DA France. The minutes of all meetings shall be made available to all DA France members without undue delay. The Secretary shall notify the members of the results of all national and Chapter and Subchapter and Caucus elections and of the admission or change in status of any Chapter, Subchapter or Caucus. The Secretary shall be responsible for direct communication with members on matters that concern the entirety of DA France, in collaboration with the Communications Coordinator.

4.3.4 Treasurer

The Treasurer shall manage the finances of the organization, prepare a budget and cash flow forecast as required by the Chair for approval by the Executive Committee, request and receive financial periodic reports from the Chapters, maintain its financial reports to members, make and maintain such financial reports as may be required by law, and have joint signature authority with the Chair on all DA France bank accounts. All such records shall be available for review by the Executive Committee and by the International Treasurer of Democrats Abroad. 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).

The Treasurer shall be available to consult with Chapter, Subchapter and Caucus Chairs regarding fund-raising activities for projects and activities and access to potential donors.

4.3.5 Counsel

The Counsel shall be available for consultation by the Executive Committee and the Chapters on legal and procedural questions relating to DA France and its activities. The Counsel shall consult with the International Counsel from time to time on relevant matters, including notably questions on voting issues and financial record keeping and compliance with the rules of the United States Federal Elections Commission (and any successor thereto) by DA France and its activities. The Counsel with the Chair shall ensure the organization is in compliance with French laws and regulations.

4.3.6 National Membership Database/IT Manager

The National Membership Database/IT Manager will be responsible for maintaining the membership database and for maintaining the operation and

integrity of the national organization's and each Chapter's website and other multimedia platforms such as Facebook and its successors. The Database/IT Manager will be familiar with and act as the administrator of the platform system or systems used by Democrats Abroad to maintain its membership. The Database/IT Manager will collaborate with the Membership Outreach Coordinator during the organization's membership verification exercises. The Database/IT Manager will advise the Executive Committee on available measures to protect the security of the database and communications against data theft and malicious infiltration and corruption. The Database/IT Manager shall upon request provide data to members of the Executive Committee.

The Database/IT Manager may be appointed by the Executive Committee and if so appointed will be a non-voting member of the Executive Committee.

4.3.7 GOTV Officer

The GOTV Officer will be responsible for designing and supervising the execution of the organization's national voter registration and GOTV strategy on multiple platforms including "on the ground" efforts and via social media. As such, this officer will liaise with both the Global GOTV committee and with the persons responsible for GOTV activities in each Chapter and Subchapter. The GOTV Officer will be familiar with the relevant federal and state laws and regulations concerning absentee voting and voting from abroad (including the Uniformed and Overseas Citizens Absentee Voting Act) and be available to consult with members concerning voter registration requirements and deadlines in each State.

4.3.8 Communications Coordinator

The Communications Coordinator will be responsible for designing, implementing and coordinating the communications activities of the organization, including direct contact with members and interested persons via the international, national and local websites, use of social media, notably Facebook and Twitter and similar, French and English press communications, and a monthly newsletter to members. The Communications Coordinator will collaborate with Officers and other members having appropriate skills and experience to assist in the implementation of a coordinated Communications strategy both on a national and Chapter level. The Communications Coordinator will report to the Chair monthly on activities undertaken and planned.

4.3.9 Issues, Programs and Events Coordinator

The Issues, Programs and Events Coordinator will design and coordinate the organization's initiatives, including global and national town halls, debates and speaker events, to educate and advance discussion on contemporary U.S. political issues. The Coordinator will assist Chapters to plan and organize local events such as lunches, dinners, wine-tastings, holiday gatherings, venues for significant speakers, etc. for membership development and fund-raising, and shall help promote these events on the website and social media in collaboration with the Communications Coordinator and Database/IT Manager. The Coordinator at the close of each month will notify the Executive Committee of

the result of any activities undertaken.

4.3.10 Membership Outreach/Volunteer Coordinator

The Membership Outreach/Volunteer Coordinator designs and implements the strategy for developing the Chapters, Subchapters and member base and to recruit and organize volunteers to be involved in projects identified by the Executive Committee. The Coordinator will be responsible for contacts with American groups in France, including study abroad programs, and participate in networking activities with a view to developing new members. The Coordinator will collaborate with the Secretary and Database/IT Manager to assure that the membership of DA France is validated annually, and shall coordinate all volunteer outreach activities, including phonebanking.

4.4 Term of Office

Elected Officers of the Executive Committee shall be elected every two years in odd-numbered years at the Annual General Meeting (which meeting shall be held no later than 15 March). They shall be elected for a term expiring upon the election of their successor. No Officer may serve more than two consecutive terms in the same position, nor may any person serve more than 12 years in the same position over a lifetime. An incumbent may be nominated and elected for a third term for the same office in the event that no other member agrees to be a candidate.

4.5 Expiration of Term

The terms of all elected Officers of the Executive Committee shall automatically expire upon the election of new members in accordance with the foregoing paragraph. The terms of any appointed Committee Officers shall expire upon expiration of the term or replacement of the appointing Officer.

4.6 Vacancies

Upon the resignation, death or disability of any Officer, the vacancy shall be filled at the next quorate meeting of the Executive Committee by a majority of the members present and voting. Upon removal of any Officer, a replacement shall be designated simultaneously with such removal by the Executive Committee. In the case of a vacancy in the office of the Second Vice-Chair (Chapter Liaison) and Voting Representative, the Executive Committee shall appoint as a replacement a duly elected Officer-member to replace the Second Vice-Chair in order. The Secretary will notify the Secretary of Democrats Abroad promptly upon the replacement of the Second Vice-Chair (Chapter Liaison) and Voting Representative.

Article V: Executive Committee Responsibilities and Meetings

5.1 Responsibilities

The Executive Committee shall be responsible for the conduct of the affairs of

DA France in accordance with these Articles, resolutions of the Executive Committee and the members, and the policies of the Democratic National Committee and Democrats Abroad.

5.2 Schedule of Meetings

Meetings of the Executive Committee shall be held at least once every calendar month if practical. The Chair shall notify the members quarterly in advance of the time and place of each scheduled monthly meeting. Special meetings of the Executive Committee may be called by any five elected members of the Executive Committee. The Executive Committee may act in meeting, by telephone, by video conference, by e-mail, or by other written or electronic means. Decisions taken by the Executive Committee shall be by simple majority vote of those present in person or proxy or participating by approved real-time electronic means at any quorate meeting of the Executive Committee; or if such vote is taken by e-mail or other written form, by simple majority of the entire Executive Committee. In the event of a tie, the Chair shall have the casting vote.

5.3 Quorum; Proxies

A quorum of the Executive Committee shall be present in person at any meeting in order to make decisions and shall consist of a simple majority of the elected and voting members of the Executive Committee (exclusive of Caucus Chairs), provided that to constitute a quorum those present shall include the Chair or a Vice-Chair and Chapter Chairs located in three or more Administrative Regions. A member shall be counted as present if physically present or connected by telephone, video-conference or other similar electronic means allowing full participation in the deliberations of the meeting. Proxies shall be permitted but shall not be counted for purposes of determining a quorum. Written proxies shall be signed and submitted to the presiding officer and recorded in the minutes, and may be general or limited. No member of the Executive Committee may vote in more than one capacity apart from proxies held by such member. No member of the Executive Committee may hold more than one proxy.

5.4 Notice of Meetings; Action Without Meeting

Written notice of meetings including a description of resolutions or other action proposed to be taken shall be given by the Secretary to all members of the Executive Committee (voting and non-voting) by email at least 5 days prior to regular or special Executive Committee meetings, provided that a shorter notice period (not less than 2 weekdays excluding public holidays in France) may be determined by the Chair if circumstances require for special meetings. In exceptional circumstances determined by the Chair action taken at a meeting without the required notice or written resolutions adopted by members in the absence of a meeting may be subsequently ratified by the unanimous written consent of all elected members of the Executive Committee and treated as action taken at a meeting duly called and quorate.

5.5 **Code of Conduct**

Members of the Executive Committee are expected to adhere to the Democrats Abroad Code of Conduct and other procedures and policies defined by Democrats Abroad.

5.6 **Open Meetings**

Meetings of the Executive Committee shall be open to members of DA France unless the Chair or Vice-Chair presiding determines that it is in the best interest of DA France to limit participation to Executive Committee members. The schedule of regular Committee meetings shall be announced in advance to the general membership. Minutes of meetings shall be provided to the Secretary and minutes of open meetings will be distributed to DA France members on request. Deliberations taken at open meetings shall be broadcast by telephone conference or on-online media wherever practical.

Article VI: Committees

6.1 **Standing Committees**

The Executive Committee may create by Resolution Standing Committees (subject to identification and appointment of appropriate leadership by the Chair). The initial Standing Committees shall be:

Nomination and Elections Procedures

Fund-Raising

Governance and Articles of Association

Platform and Policy

6.2 **Ad Hoc Committees**

The Executive Committee may by Resolution create one or more Ad Hoc Committees, with such functions and responsibilities, as it shall designate.

6.3 **Committee Chair Appointments**

The Chair shall appoint or remove the chairs of the Standing Committees and the Ad Hoc Committees (the “Committees”), which shall be subject to approval at the meeting of the Executive Committee next following such appointment or revocation. The membership of each such Committee shall be selected by the Committee Chair and notified to the Secretary.

6.4 **Expiration of Committee Chair Terms**

The terms for all Committee Chairs shall automatically expire upon the election of a new or replacement DA France Chair.

6.5 Open Meetings

All Committees meetings shall be open to members of DA France unless the Committee chair determines that it is in the best interest of the Committee to limit participation to Committee members. Committee meetings shall be announced in advance to the general membership. Minutes of meetings shall be provided to the Secretary and minutes of open meetings will be released to DA France members on request.

6.6 Committee Reports

The Chair of each Committee shall periodically report on its activities to the Executive Committee. Each Committee shall prepare an annual report for distribution to the membership prior to the Annual General Meeting.

Article VII – Administrative Regions, Chapters and Subchapters

7.1 Establishment of Administrative Regions and Chapters.

For internal administrative purposes and regional coordination of DA France, the Executive Committee may designate certain regions within metropolitan France as Administrative Regions in recognition of membership growth and population.

7.2 Administrative Regions.

The initial ten Administrative Regions of DA France are: Ile de France, Normandie-Nord, Grand Est, Rhone Alps, Alps-Riviera, Provence, Occitans, Aquitaine, Brittany, and Loire. The Executive Committee may increase the number of Administrative Regions to no more than fifteen, and may revise the existing Regions in response to demographic changes of the membership.

7.3. Initial Chapters.

The initial Chapters are: Normandy, Strasbourg, Grenoble, Lyon, Riviera, Marseille, Avignon, Toulouse, Bordeaux, Brittany, and Ile de France/Paris.

7.4 Subchapters.

On application of the Chair of a Chapter located in the same or adjacent Administrative Region the Executive Committee may recognize a Subchapter sponsored by such Chapter. The Subchapter recognized by the Executive Committee shall have the right to elect a Chair and Secretary and its members may also cast votes for the officers of the sponsoring Chapter. The Subchapter Chair shall participate as a non-voting member in scheduled Executive Committee meetings and may call upon the Officers and other resources available to Chapters for purposes of member outreach, event promotion, GOTV activities, and publicity. In the application for Subchapter recognition the Chapter Chair of the sponsoring Chapter shall confirm its responsibility to provide reasonable organizational support and mentoring for the development

of the new Subchapter.

7.5 Establishment of **Additional Chapters.**

The Executive Committee may from time to time within its discretion create additional Chapters on its own initiative or acting on the recommendation of an existing Chapter within the same or adjacent Administrative Region. Upon recognition of the Chapter by the Executive Committee, the provisionally elected Chair and Secretary shall be deemed the duly elected Chair and Secretary of the Chapter until the next regular election cycle for Chapter officers. The recognition and creation of the new Chapter shall be subject to ratification by the members at the next general or special meeting.

7.6 **Chapter Rules.**

Chapters may but are not obligated to adopt written rules concerning membership or procedural matters deemed by the Chapter to be necessary or desirable (for example, for purposes of complying with French prefectural registration requirements or in order to gain access to local resources). Any written rules adopted by a Chapter shall be sent to Counsel for review and assistance and shall be approved by the Executive Committee.

7.7 **Voting Stations and GOTV Activities**

Chapters and Subchapters shall be responsible for managing a local voting station during DNC Global Presidential Primaries, to participate in GOTV activities during election years and to distribute campaign information to interested parties.

7.8 **Minimum Chapter and Subchapter Membership; Other Considerations**

Unless otherwise decided by the Executive Committee, a Chapter must, by way of guidance, have at least 100 members of DA France having an address within the territory of the Chapter, provided that the Executive Committee may recognize prospective Chapters based on consideration of other factors such as the number of members requesting, distance from existing chapters, assessment of the organizational action plan for the first year, and other criteria as may be deemed relevant by the Executive Committee. Chapters consistently falling below the 100-member minimum membership may be consolidated by the Executive Committee with another Chapter in the same or adjacent Administrative Region. Subchapters shall have a minimum of fifteen members with a residence address within the vicinity of the Subchapter. The Chair of the Chapter sponsoring a Subchapter may determine that the activity or membership of a Subchapter is insufficient to support continuation of the Subchapter as a subdivision of such Chapter. The Executive Committee may dissolve any dormant Subchapter upon recommendation of the sponsoring Chapter.

7.9 **Elections.**

Each Chapter and Subchapter shall elect a Chair and Secretary and as many additional officers as the Chapter and Subchapter deems necessary. Elections of Chapter and Subchapter officers shall be held promptly following admission and thereafter during each odd-numbered year, no later than March 15. Chapter and Subchapter elections shall be conducted and held pursuant to the Chapter Rules (if any) and otherwise consistent with the procedures for elections of DA France officers. The Elections Board may review the conduct of Chapter nominations and elections if issues are raised by members.

7.10 Meetings.

Chapter and Subchapter meetings shall be held at least monthly if practical and shall be open to all members. The Secretary shall record and distribute minutes of regular meetings to Chapter members and to the DA France Secretary. The Chapter and Subchapter Chairs or Vice-Chair shall endeavor to participate in all scheduled meetings of the Executive Committee.

7.11 Chapter Chairs

The Chapter Chair shall, in coordination with the Executive Committee of DA France, be the chief executive officer of the Chapter, shall call and preside at all Chapter meetings, establishing the agenda of such meetings, and generally shall have responsibility for all Chapter activities approved by the Executive Committee in support of the mission of DA France. Chapter Chairs are elected by members of the Chapter they represent, no later than 30 days after the Annual General Meeting of DA France.

Article VIII – Caucuses

8.1 Establishment of Caucuses.

A “Caucus” means a group created consistent with the United States Democratic Party’s commitment to include and represent constituency groups, including those historically under-represented in the Democratic Party’s affairs by virtue of sex, sexual orientation, or race/ethnicity.

8.2 Initial Caucuses

The initial caucuses shall be: Diversity Caucus, Women’s Caucus, LGBTQ Caucus, Youth Caucus, Veterans and Military Caucus

8.3 Minimum Caucus Membership; Voting

Unless otherwise decided by the Executive Committee, a prospective new Caucus shall have at least 25 members. Caucus Chairs in Caucuses having at least 100 members distributed among three or more Chapters shall be voting members of the Executive Committee.

8.4 Elections.

Each Caucus shall elect a Chair and Secretary. Elections of Caucus officers shall be held promptly following Caucus admission and thereafter during each odd-numbered year, no later than March 15. Caucus elections shall be conducted and held consistent with the procedures for elections of DA France Officers. The Elections Board may review the conduct of Caucus nominations and elections if issues are raised by members.

8.5 Meetings.

Caucus meetings shall be held at least monthly if practical and shall be open to all members of the Caucus. The Caucus Secretary shall record and distribute minutes of regular meetings to Caucus members and to the DA France Secretary.

8.6 Caucus Chairs

The Caucus Chairs shall, in coordination with the Executive Committee of Democrats Abroad France, coordinate the meetings and activities of the Caucuses, shall endeavor to build a Caucus presence in each of the Administrative Regions and Chapters of DA France, shall represent the views of Caucuses on the Executive Committee, and generally shall have responsibility for all Caucus activities approved by the organization in support of the mission of DA France. Caucus Chairs are elected by members of the Caucus they represent, no later than 30 days after the Annual General Meeting of DA France.

Article IX: Participation in Democrats Abroad and DNC Meetings and Voting

- 9.1 The Charter of Democrats Abroad (Article 2 and Article 3) and the DNC provide for participation of DA France and other Country Committees in certain conventions, meetings and candidate and policy selection. Membership in Democrats Abroad and voting rights are allocated to the Chair, the First Vice-Chair and Voting Representatives elected by the members of DA France at the Annual General Meeting. The number of votes allocated to DA France is based upon a calculation made by the Executive Committee of Democrats Abroad pursuant to Section 5.4 of the Charter of Democrats Abroad and should be notified to the Executive Committee on or before February 15 of each year. The Chair shall have two votes and the First Vice-Chair shall have one vote and the remainder shall be divided equally among the Voting Representatives. The Chair and First Vice-Chair and all Voting Representatives shall be present in person, by teleconference or by proxy at all meetings of Democrats Abroad at which they are eligible to cast votes.
- 9.2 The Second Vice-Chair (Chapter Liaison) shall be a Voting Representative by virtue of election to that office as provided in Section 4.3.2 and shall have one vote.
- 9.3 Once the voting allocation for DA France is determined by Democrats Abroad

and the number of Voting Representatives allocated to DA France is known, the Executive Committee will notify the Chair of the Elections Board.

- 9.4 Voting Representatives are required under the Democrats Abroad Charter to be elected in accordance with the gender balance rules of Democrats Abroad. If the number of votes allocated to Voting Representatives is odd, then the top recipient of votes of the gender different from that of the Second Vice-Chair shall be declared to be a Voting Representative, and the remaining even number shall be won by the top male and top female vote recipients in equal number.
- 9.5 Voting Representatives shall be notified by the Chair of all Democrats Abroad communications to and from the Chair or other Officers, including but not limited to matters upon which Voting Representatives will be entitled to cast votes. Voting Representatives may but are not required to participate in Executive Committee meetings, provided that in the event Executive Committee business pertains to issues likely to be voted on by Voting Representatives the Chair will timely notify Voting Representatives that their participation is required. Voting Representatives other than elected Officers and Chapter and Caucus Chairs have no right to vote on Executive Committee business.
- 9.6 In the event that any Officer or Voting Representative is permitted and required by circumstances (absence, illness, scheduling conflict, etc.) to issue its voting proxy to an Officer or Voting Representative or another person, such Officer or Voting Representative will notify the Chair, shall require such proxy grantee to undertake in writing to cast its vote as duly directed by the issuer of the proxy, and deliver a copy of the proxy and signed mandate to the Chair. Any additional rules for proxies established by Democrats Abroad shall be respected. No one who is a Voting Representative shall hold more than one proxy.

Article X. Other Representatives to Democrats Abroad

In addition to the Chair and the First Vice-Chair and Voting Representatives, the members of DA France shall elect such other representatives to Democrats Abroad as is required or permitted by the Democrats Abroad Charter, including pursuant to any plan adopted by Democrats Abroad for the purposes of sending a delegation to any Democratic National Convention or conference.

Article XI. Elections

11.1 Elections Board Selection.

Elections of DA France Officers, Voting Representatives, Chapter and Subchapter Officers and Caucus Officers shall be administered by an Elections Board (with a chair, also appointed by the Chair, and a minimum of three and a maximum of five members), appointed by the Chair and approved by the Executive Committee in the fourth quarter of each even-numbered year. In performing its tasks, the Elections Board shall be mindful of the desirability of promoting diversity among the candidates. No more than one member of such Elections Board may be a member of the Executive Committee and no member of the Elections Board may be a candidate in the elections administered by it.

The Elections Board shall call for candidacies and make a report to the Executive Committee or the Chapter or Subchapter Officers or Caucus Officers as the case may be.

11.2 Country Officers and Voting Representatives

For DA France Officers and Voting Representative Elections, any member of DA France may declare her or his candidacy for any office for which the member is eligible at any time by giving notice thereof to the chair of the Elections Board on or before March 20th of each odd-numbered year. Any person failing to give timely notice as herein provided shall not be eligible for inclusion on the ballot. Candidacy declarations for Voting Representative shall include an acknowledgement of the duties of Voting Representatives and an undertaking to participate in person or by teleconference in Democrats Abroad meetings at which Voting Representatives are expected to participate or to cast votes.

11.3 Chapter and Subchapter and Caucus Elections.

Chapter and Subchapter and Caucus Elections shall take place not later than the 15th day of March prior to the Country Elections and shall be conducted in a manner similar to the rules and procedures for elections of Country Officers. The Elections Board shall have the right to review and approve any nomination and election rules adopted by a Chapter or Subchapter or Caucus.

11.4 Function of Elections Board.

The Elections Board shall ensure, with the assistance of the Executive Committee, Chapter and Subchapter Officers or Caucus Leaders as the case may be, that all members of DA France or the Chapters or Subchapter or the Caucus are fully informed of the opening of the nominations process and of the elections. Members of DA France with email addresses may be informed by email with, as appropriate, links to the DA France website and any electronic voting system. DA France members for whom no email address is on record shall be provided with the same information and notices by postal delivery.

11.5 Notice of Election.

Notice of an election shall be given no less than 30 days in advance by email (or postal delivery if the member has no valid email address on file) and by posting on the DA France website. Such notice shall give the names of all candidates for election and such contact information as the candidate wishes to make public. Each candidate for election may provide the Chair of the Elections Board with a statement of candidacy no later than 30 days preceding the election. The Elections Board shall post such statements of candidacy on the DA France website and send them to the members not later than 15 days preceding the election by email (where available) or by postal delivery; it being provided that for members without email, the regular mail notification sent to such members shall include information about where such candidacy statements

can be found on the DA France website. Candidacy statements may be in written or multimedia format, in conformity with the content, length and standards the Election Board may in advance determine. For Officer positions requiring specific competencies and skills, the Elections Board may require that candidacy statements include relevant educational and professional credentials and work experience. For Voting Representative positions the Election Board may require the candidacy statement to include an undertaking by the candidate if elected to participate and vote in Democrats Abroad meetings and to remain current on Democrats Abroad activities and issues upon which they may be required to deliberate and vote.

11.6 Conduct of Elections.

All elections may be conducted, to the extent practicable as determined by a vote of the Executive Committee, by secure electronic vote permitting the identification by name of each voting member and the votes cast by such voting member (pursuant to Democratic Party rules requiring open and public elections and including, where relevant, any applicable rules permitting write-in candidates and nominations from the floor), provided that paper ballots shall be available to all members of DA France. All paper ballots shall be signed. Voting may take place at a Voting Center or Centers designated by the Elections Board or by absentee ballot. No vote shall be cast by proxy.

11.7 Mailed Ballots Deadline.

Ballots sent by postal service in all elections shall be postmarked not later than two calendar days immediately prior to the day on which the Executive Committee (or the Chapter or Subchapter Officers or Caucus Leaders) shall have fixed as the day the Elections Board shall count the votes and declare the results of the particular election (the "Election Day"). Ballots that are not postmarked at least two days (not counting Sundays or bank holidays) prior to Election Day shall be disregarded by the Election Board; provided, the Elections Board may make such exception as it deems reasonable based upon events or circumstances such as labor strikes, or natural or human or human-caused disasters that disrupt postal delivery service in France.

11.8 Election Determined by Plurality Vote.

All elections shall be determined by a plurality of votes of the members voting.

11.9 Rules and Procedures.

The Elections Board, in consultation with the Executive Committee, shall have authority to establish such rules and procedures for the distribution, receipt and tabulation of ballots as the Elections Board deems necessary for the conduct of elections.

11.10 Security.

Hard copies of the ballots shall remain unopened until the date of such meeting, when the Elections Board is scheduled to count the votes. The Elections Board shall open and tally such ballots with the aid of appointed tellers at the meeting called for such purpose. Voted ballots may be returned by mail or scanned and transmitted electronically in non-modifiable format to the address or internet site indicated by the Chair of the Elections Board. If technological developments permit, internet voting or other electronic voting methods may be substituted for the methods above described, including for example voting on the DA France website.

11.11 Challenges to Elections.

- (i) Challenges to the election of any office holder or Voting Representative of DA France shall be submitted to the Elections Board, which shall, if necessary, refer the matter to the newly-elected Executive Committee for resolution unless the newly elected Executive Committee cannot achieve a quorum without any individuals whose election is subject to challenge, in which case the Elections Board shall refer any challenges to Democrats Abroad for decision or an opinion as to how to adjudicate the challenge. The Elections Board shall cooperate with the Executive Committee or, as the case may be, Democrats Abroad in adjudication of any challenge to any elections.
- (ii) Such challenges shall be filed no later than thirty (30) days following the election being challenged by written notice to the Elections Board. The Elections Board shall promptly inform the person whose election is being challenged as well as the Executive Committee and the Chapter Chair or Subchapter Chair or Caucus Chair, as the case may be. In determining any such challenge, the Elections Board shall use the rules adopted by Democrats Abroad for such challenges, *mutatis mutandis*.

Article XII. Meetings Generally

12.1 Method of Holding Meetings.

General and special meetings of the membership, meetings of the Executive Committee, the Chapters, the Subchapters, the Caucuses, the Elections Board and any Committee established pursuant to these Articles, may be held in person or by telephone, video conference, internet-conference or other electronic means, provided in all cases that the technology for conducting the meeting is available to all voting members and permits an adequate means of access to deliberations.

12.2 Membership Meetings; Annual General Meeting

The Annual General Meeting of the membership of DA France shall be held on or before April 30th of every year. Written notice of the date and place and agenda of such meeting shall be sent by the Secretary by email or mail to the

registered address of every member at least 30 days prior to such meeting. Special meetings of the members may be called by the Executive Committee (by vote of at least five Officers including the Chair or a Vice-Chair) on not less than five days written notice. The Annual General Meeting and special meetings of the members will be held in Paris at a location determined by the Executive Committee. At the Annual General Meeting a report of the activities of DA France since the previous Annual General Meeting shall be presented along with such other reports as the Executive Committee may deem appropriate.

12.3 Conduct of Meetings; Robert's Rules of Order Revised.

All meetings of the members of DA France will be conducted in accordance with and in the following order of priority in the event of a conflict: (i) these Articles, (ii) any applicable Resolutions or rules adopted by the Executive Committee and (iii) the latest edition of Robert's Rules of Order Revised; it being provided that working, planning and similar meetings need not be conducted according to Robert's Rules of Order Revised if it is deemed by the presiding officer to be appropriate to dispense therewith. If applicable to the meeting the presiding officer shall determine the application of the rules of priority or shall designate a competent participant to do so.

12.4 Voting at Meetings.

Voting in all meetings at which official business is conducted may be by show of hands, roll call, written ballot or 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 and inspection by all interested parties.

12.5 Quorum.

The quorum required for any meeting of the DA France membership at which official business is conducted shall be at least thirty members. A member shall be counted as present if physically present or connected by telephone, video-conference or other similar electronic means allowing access to the deliberations of the meeting.

Article XIII. Proxy Voting

13.1 Executive Committee Meetings.

Except as otherwise provided in the Charter of Democrats Abroad in respect of proxies by officers and Voting Representatives, voting proxies within DA France may be used only in Executive Committee meetings and of similar meetings in Chapters which have created management committees and have authorized the use of proxies under their Chapter Rules. Proxies shall be recorded with the minutes of such 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 committee member to whom the proxy

is being given and may be (i) either general or limited, and (ii) uninstructed or instructed. Proxies may not be used to determine whether a quorum is present. No member can carry more than one proxy.

13.2 Voting in Single Capacity.

No member of any committee (including the Executive Committee) shall be entitled to vote at meetings of such committee in more than one capacity (other than by permitted proxy).

13.3 No Proxies

Except as provided in Section 9.5 of these Articles, the use of proxies by DA France members in meetings for elections or removal of officers or Voting Representatives or amendments to these Articles is prohibited.

Article XIV Resignation; Removal from Office or Membership

14.1 Resignation from Office; Withdrawal from Membership; Cessation of Residence.

- (i) Any DA France office holder (whether at the Country or Chapter or Subchapter or Caucus level) may resign by written (including email) notice given to the Chair or Secretary or the Chapter Chair or the Subchapter or Caucus Chair as appropriate.
- (ii) Any DA France member may withdraw from membership any time by written notice to any office holder.
- (iii) A member of DA France who ceases to have a residence in France shall be deemed to have withdrawn from DA France, provided that if such person is a member of the Executive Committee or is an officer of a Chapter or Subchapter such withdrawal shall not be effective until such person either resigns or is removed from office on the basis that s/he is no longer qualified to be a member of DA France.

14.2 Removal from Office or Membership for Cause.

- (i) After notice and opportunity for hearing and upon grounds found by three-fifths of the Executive Committee present and voting to constitute good and sufficient cause, the Executive Committee may remove any member of DA France from any office that such office may hold in DA France (including without limitation any elected office) and/or membership in DA France.
- (ii) Pursuant to the Charter of Democrats Abroad, the Chair or First Vice-Chair of DA France may be removed from membership in Democrats Abroad. In this event, the Chair or First Vice-Chair shall also be removed from office in DA France automatically and the vacancy

created by such removal shall be filled promptly by the Executive Committee from other members of the Executive Committee, such person(s) to serve until the next elections conducted under Article XI.

- (iii) The rules for such hearing shall be those from time to time in effect with Democrats Abroad and shall provide for the right to an adequate defense.
- (iv) Hearings for removal shall be closed to the public in order to avoid the embarrassment of the member subject to the proceedings or if confidentiality is otherwise desirable unless the member subject to the proceedings demands that the hearing be open to the public.

Article XV Transition Provisions

These Articles shall be effective immediately upon adoption but will not be retroactive in effect. Without limitation, the current DA France Officers (Chair, Executive Vice-Chair, 2nd and 3rd Vice-Chair, Secretary, Treasurer, Counsel, and seven Members at Large) elected for two-year terms in 2017 may continue to serve in the capacity for which they were elected. Individually and collectively such officers as members of the Executive Committee shall have the powers and responsibilities provided under the Articles in effect prior to the adoption of these Articles until such time as the Officers provided under these Articles are elected at the Annual General Meeting in 2019. In accordance with the Charter of Democrats Abroad, the Chair will appoint Voting Representatives during the transition period, taking into account the requirements for gender balance and diversity as provided for in the Charter of Democrats Abroad. In the event any Officer withdraws from office prior to the election of new officers at the Annual General Meeting in 2019, such Officer will be replaced in accordance with the procedures set forth in these Articles but the title, powers and duties of the office under the prior Articles will not be affected.

Article XVI Language

These Articles have been adopted by vote of the members in both the French and English languages. In the event of a conflict between the French and the English versions of these Articles, the French version shall prevail. All notices and other communications to and from members and resolutions and other written actions taken at meetings shall be solely in the English language.

Adopted by vote of the members on the ____ day of March 2018.

Attest:

Chair

Secretary