

Appendix B: Existing DAS Bylaws

Below is the full text of the existing DAS bylaws.

Bylaws for Democrats Abroad Sweden

Adopted March 2017

1. ORGANIZATION

1.1 Name

The name of this organization is **Democrats Abroad Sweden**, abbreviated as **DAS**.

1.2 Location

The organization has its headquarters in Stockholm, Sweden.

1.3 Legal status in Sweden

DAS is incorporated as a non-profit organization under the laws in Sweden, an “ideell förening”.

1.4 Fiscal year

The fiscal year for accounting purposes is the calendar year.

1.5 Relationship to DPCA

DAS has been duly admitted to the Democratic Party Committee Abroad (the “DPCA”) as an official Country Committee within Democrats Abroad.

1.6 Purpose

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

2. MEMBERSHIP

2.1 Members

Members must be citizens of the United States, and be 18 years of age on or before the next general US election, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and who are resident in Sweden. Membership in Democrats Abroad Sweden automatically results in membership in Democrats Abroad.

2.2 Membership records

By becoming a member of Democrats Abroad Sweden, each member of the organization consents to the delivery of his or her name, postal and e-mail address, telephone and fax number and U.S. voting district/State and other information contained on the membership list of the organization to the DPCA for such lawful use thereof as the DPCA shall make from time to time.

The membership records shall be maintained in such a manner in order to protect the information therein, pursuant to applicable data protection rules. 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 Sweden.

2.3 Membership lists

The current list of members as maintained by the Secretary of DAS shall be delivered to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA requires.

2.4 Resignation

A member may resign by providing written notice to the Chair. Such resignation is effective immediately. A former member may be reinstated on the same conditions as a new member.

2.5 Cessation of Membership

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

2.6 Exclusion of members

A member who by his or her actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be excluded from membership by a **majority vote of the** Executive Committee; provided that the Executive Committee has given reasonable notice of its intentions to

the member and the member and has had a reasonable opportunity to contest the proposed action.

3. OFFICERS

3.1 Officers

The Officers of DAS shall be the Chair, Vice-Chair, Secretary, Treasurer and Counsel and shall constitute the Executive Committee of DAS. An effort shall be made at all times to promote diversity among the elected officials. Following Democratic Party and DPCA policy, the Chair and the Vice-Chair shall be of the opposite sex.

3.2 Chair

The Chair shall call and preside over all meetings of the Executive Committee, and shall have responsibility for all activities undertaken by DAS and approved by the Executive Committee. The Chair shall be an ex-officio member of all committees of the organization, with full voting privileges. The Chair shall be responsible for ensuring DAS is in compliance with the minimum requirements to be recognized as a Country Committee by the DPCA. The Chair shall be a DPCA voting member.

3.3 Vice-Chair

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

3.4 Secretary

The Secretary shall maintain a current list of members of the organization (containing the name, postal and e-mail addresses, telephone and fax numbers and U.S. voting district/State and such other information as the DPCA may from time to time require), minutes of all meetings, and all files and administrative records of the organization.

3.5 Treasurer

The Treasurer shall ensure that funds are properly raised and expended, maintain a bank account for the organization, and ensure that funds raised by chapters for specific purposes are kept available for those purposes (earmarking) for up to six months. Funds not used for earmarked purposes within six months shall be made available for general use by DAS. Expenses of up to 500 SEK may be approved by the Treasurer or the Chair. Expenses above 500 SEK must be approved by a majority of the Executive Committee. Up to 500 SEK may be held in cash by chapters at any given time.

The Treasurer shall furnish financial reports to members and make and maintain such financial reports as may be required by law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

3.6 Counsel

The Counsel shall be available for consultation by the Committee or its officers regarding legal and procedural questions relating to Democrats Abroad Sweden and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial recordkeeping.

3.7 Other Officers

The Chair may appoint and remove assistant Officers or honorary Officers, who have been charged by the Chair with duties, subject to majority approval by the members of the Executive Committee.

4. COMMITTEES

4.1 Executive Committee

The Executive Committee shall be composed of the Chair, the Vice-Chair, the Secretary, the Treasurer and the Counsel to the Committee who have been elected from among the eligible members of the organization. Other Officers as appointed in accordance with section 3.7, and the chairpersons of committees according to sections 4.2 and 4.3, shall be ex-officio members of the Executive Committee with full voting privileges.

The Executive Committee shall be convened at regular intervals, not exceeding three months, by the Chair or one-third of the members of the Executive Committee for the purpose of advising the Chair on activities and administration of DAS and voting on Executive Committee matters. Participation in Executive Committee meetings by all Officers and ex-officio members shall be considered mandatory and participation and voting by phone, electronic means or another method must be made available. Executive Committee members shall keep the Chair informed on the best method for their participation. Officers and ex-officio members who fail to attend three consecutive

Executive Committee meetings without reasonable explanation shall be subject to removal from office under section 5.3.

4.2 Other committees

Standing Committees and Ad Hoc Committees may be created by the Chair, or by majority vote of the Executive Committee, with such functions and responsibilities as may be deemed appropriate.

The Chair shall appoint and remove the chairs of the Standing Committees and the Ad Hoc Committees, subject to ratification by the Executive Committee at the meeting next following the appointment or revocation. The committee chair shall select the membership of each committee after consultation with the Chair of DAS. An effort shall be made at all times to promote diversity among committee members.

4.3 Chapter committees

Members of DAS in a given geographic region may apply to the Executive Committee to form a DAS chapter in their region.

Chapters shall be known as “Chapters of Democrats Abroad Sweden” or “DAS chapters”. An individual chapter shall be known as “The (CITY/REGION) Chapter of Democrats Abroad Sweden”.

The Chapters shall be recognized only for the internal purposes of DAS and are an integral part of Democrats Abroad Sweden. They shall be subject to and operate solely in accordance with these bylaws and with any directives that the Executive Committee issues.

Members of a chapter shall consist of members of DAS, who are located in geographical proximity to a chapter. An individual can be a member of only one chapter. In coordination with the DAS chapter chairs, the Chair and Secretary may redraw the geographic boundaries of DAS chapters from time to time. Changes to geographic boundaries shall be subject to approval by a two-thirds of the entire Executive Committee.

Each chapter may organize itself according to its needs and the size of its membership, under the direction of a chapter steering committee. A chapter steering committee shall have at least two members who between them manage the functions of Chapter Chair and Chapter Secretary. Taking into account advice provided by a chapter steering committee, the Chair may appoint and remove a Chapter Chair or Chapter Secretary,

subject to approval by a majority of the entire Executive Committee at the next possible Executive Committee meeting.

5. TERMS OF OFFICE

5.1 Length of term

The Officers of the Executive Committee shall be elected in odd-numbered years at the annual meeting of the organization, which shall be held no later than May 31. They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive elected terms in the same office. In the event that there is no candidate for a DAS office, an officer who has served two consecutive terms in that office may be elected to a third term of by a two-thirds majority of the members present.

5.2 Automatic expiration

The terms of all incumbent assistant Officers and committee chairs shall automatically expire upon the election of new Officers.

5.3 Removal from office

Any Officer or ex officio member may be removed from office by a two-thirds vote of the entire Executive Committee. This shall be done if a quorum is present at a meeting when the question of removal is on an agenda sent out in advance of the meeting. Prior to any vote on removal by the Executive Committee, the Officer or ex officio member in question must first be given notice of the cause for removal from office and an opportunity to present arguments against their removal. Cause shall constitute a determination by at least two members of the Executive Committee that the officer or ex officio member has not fulfilled the duties of the office, or is unable to continue to do so.

6. NOMINATIONS

6.1 Nominations Committee

At least 60 days prior to the annual meeting, a "Nominations Committee" shall be named by the Chair with the approval of the Executive Committee. The Nominations Committee will proceed to search for candidates for all the DAS elected offices.

6.2 Voting methods

At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide whether the elections shall be conducted either (i) by electronic ballot to be counted at the annual meeting, (ii) by a ballot in person or by proxy held at the annual meeting or (iii) another method specified by the Nominations Committee.

6.3 Timing of nominations

The Nominations Committee shall notify the membership of its nominations, together with any other nominations received from the members of DAS, no less than 30 days prior to the annual meeting.

6.4 Additional candidates

If the elections are to be conducted electronically, any member of the organization wishing to run for office and not nominated by the Nominations Committee may declare his or her candidacy at least 35 days before the annual meeting by a letter addressed to the Chair of the Nominations Committee. The Nominations Committee shall send ballots by email to the membership of the organization no earlier than 13 days before the annual meeting and no later than 10 days before such meeting.

6.5 Nominations from the floor

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

7. ELECTIONS, REMOVALS AND VACANCIES

7.1 Elections

The Officers of the Executive Committee shall be elected by a majority of either (i) the members casting their ballots in person or by proxy at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by electronic (such as email or web form) ballot counted at the annual meeting. In the event an election is determined by electronic ballot the nominations committee shall be responsible for ensuring a reliable and transparent process, which shall be announced no less than 30 days prior to the annual meeting.

7.2 Removals

Any Officer may be removed from office by a vote of two-thirds of either (i) those present at a duly convened meeting of the membership or (ii) those voting in a duly organized vote electronically on the question.

7.3 Vacancies

Any vacancy among Officers of the Executive Committee may be filled by special election held at the next annual meeting. Until such vacancy is filled, the Chair may

appoint at his or her discretion a member to fill the vacancy on a temporary basis. Any Officer elected at a special election shall serve only until the next regular election.

8. NOTICE AND AGENDA

8.1 Notice

Notice of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be announced to members at least 30 days before the meeting. Notice of such meetings shall be given by such methods as the Chair shall reasonably prescribe such that an effort is made to reach as many members as possible.

8.2 Agenda

Any member may request the Chair in writing, not less than 30 days before the meeting, to place additional items on the agenda, and shall furnish the text of any resolutions proposed for adoption. The Chair shall circulate such additional items and proposed resolutions, as well as other resolutions, not less than 15 days before the meeting. Items may be added to the agenda at the meeting by majority vote of the members present or represented.

9. MEETINGS

9.1 Annual Meeting

An annual meeting of members shall be held no later than June 30 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, (ii) in odd-numbered years, the election of the Officers of the Executive Committee, and (iii) other business as the Chair shall deem appropriate. A reasonable attempt shall be made to hold the annual meeting in a region other than Stockholm at least every third year.

9.2 Other meetings

Other meetings of the membership may be called by either (i) the Chair, (ii) one-third of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.

9.3 Meeting rules

All meetings of the membership, the Executive Committee, the Standing Committees and ad hoc committees shall be open to members and conducted in accordance with these Bylaws. All meetings shall be conducted in accordance with the latest edition of

Robert's Rules of Order. Any DAS member may request minutes for all committee meetings to be made available for inspection within a reasonable timeframe. The Secretary shall submit the minutes and any election results of the annual general meeting within 15 days of said meeting.

9.4 Meeting formats

Meetings of DAS may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may approve.

9.5 Quorums

A quorum shall be determined as follows:

- For meetings of the general membership, the lesser of (i) five percent (5%) of the then current membership; or (ii) twenty-five (25) members.
- For meetings of the Executive and other Committees, fifty percent (50%) of the members on such committee.

9.6 Voting by proxy

Any member in good standing may cast a vote by written proxy, including electronic, fax, cable or letter, on any item specified on the agenda of the meeting. Proxies shall be in writing and shall name the person to whom the proxy is given, and may be either general or limited to specific issues; may be either instructed or uninstructed; and may grant the power to substitute another person as proxy holder. No person may hold proxies for more than two members.

A proxy may be revoked in writing at any time prior to the call to order of a meeting. If during the course of a meeting, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another participating DAS member a proxy for the meeting, valid for the duration of the absence or for the duration of the meeting.

10. CONFLICTS & AMENDMENTS

10.1 Conflicts

In the event of a conflict between (A) these Bylaws and (B) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States may from time to time adopt, the rules referred to in (B) shall prevail.

10.1 Amending bylaws

These Bylaws may be amended by a general meeting of the membership. The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted.