

# **Appendix C: DAS Bylaws as Amended 2019 (Provisional)**

Below is the full text of the DAS bylaws as they will read if the proposed amendment to the bylaws passes.

## **Bylaws of Democrats Abroad Sweden**

Adopted 24 May 2007

Amended May 2010

Amended March 2017

Amended May 2019

### **1. ORGANIZATION**

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#### **1.1 Name**

The name of this organization is Democrats Abroad Sweden (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 association (ideell förening) under the laws of Sweden.

#### **1.4 Fiscal year**

For accounting purposes, the fiscal year is the calendar year.

#### **1.5 Bank account authority**

Signatories for DAS bank account(s) are the Chair, Vice-Chair, Secretary, and Treasurer. Signatures of any three (3) of those four (4) officers are required to make changes to the DAS bank account(s), including who has access to the account(s). Access to the account(s) is not limited to officers.

#### **1.6 Relationship to Democrats Abroad**

DAS is a constituent member (country committee) of the Democratic Party Committee Abroad (DPCA or Democrats Abroad).

#### **1.7 Purpose**

The purposes of the organization are (i) 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 (ii) to provide for appropriate action by supporters of the Democratic Party residing in Sweden.

## **2. MEMBERSHIP**

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### **2.1 Members**

Members must (i) be citizens of the United States who are 18 years old on or before the date of the next U.S. general election, (ii) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad, and (iii) reside in Sweden. Membership in DAS automatically results in membership in Democrats Abroad.

### **2.2 Membership records**

By becoming a member of DAS, members consent to the delivery of their name, postal and email address, telephone number, U.S. voting district/state, and other information on the DAS membership list to Democrats Abroad for lawful use.

The membership records must be maintained in accordance with applicable data protection rules. The membership database may only be used for purposes related to the activities of the Democratic Party, Democrats Abroad, or DAS.

### **2.3 Membership lists**

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

### **2.4 Resignation**

Members may resign by providing written notice to the Chair. Such resignation is effective immediately. Former members may be reinstated on the same conditions as new members.

### **2.5 Cessation of membership**

Membership ceases for people who no longer meet the membership criteria. Any such former member may be reinstated on the same conditions as a new member.

### **2.6 Exclusion of members**

Members who, by their actions, demonstrate that they no longer subscribe 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. The Executive Committee must give any such member reasonable notice of its intentions and a reasonable opportunity to contest the proposed action.

## **3. OFFICERS**

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### **3.1 Officers**

The officers of DAS are the Chair, Vice-Chair, Secretary, Treasurer, Counsel, and Members-At-Large. These officers constitute the Executive Committee of DAS. An effort to promote diversity among the elected officers must be made at all times. Following Democratic Party and Democrats Abroad policy, the Chair and the Vice-Chair must be

of different gender, and there must be gender balance among the officers who are DPCA voting members.

### **3.2 Chair**

The Chair calls and presides at all meetings of the Executive Committee and is responsible for all activities undertaken by DAS and approved by the Executive Committee. The Chair is an ex-officio member of all DAS committees and has full voting privileges on the committees. The Chair must ensure that DAS complies with the minimum requirements needed to be recognized as a country committee of Democrats Abroad. The Chair is a DPCA voting member.

### **3.3 Vice-Chair**

In the absence of the Chair, the Vice-Chair calls and presides at meetings of the Executive Committee. The Vice-Chair may have other duties as defined by the Chair. The Vice-Chair is a DPCA voting member.

### **3.4 Secretary**

The Secretary is responsible for maintaining a current list of DAS members and all files and administrative records of the organization, as well as ensuring that minutes are kept at all meetings.

### **3.5 Treasurer**

The Treasurer must ensure that funds are properly raised and expended, maintain at least one bank account for the organization and, subject to majority approval by the Executive Committee, set the policy for earmarking funds raised by chapters.

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

### **3.6 Counsel**

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

### **3.7 Members-At-Large**

Members-At-Large are DPCA voting members. DAS must elect at least the minimum number of Members-At-Large necessary to enable DAS to cast all its votes at meetings

of Democrats Abroad. The Members-At-Large also engage in projects and committees as needed by DAS.

### **3.8 Other officers**

Subject to majority approval by the Executive Committee, the Chair may appoint and remove assistant officers or honorary officers. The Chair may charge the assistant or honorary officers with duties as needed for the effective functioning of DAS.

## **4. COMMITTEES**

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### **4.1 Executive Committee**

The Executive Committee is composed of the Chair, Vice-Chair, Secretary, Treasurer, Members-At-Large, and Counsel. Chapter Chairs are ex-officio members of the Executive Committee with full voting privileges.

### **4.2 Other committees**

Subject to majority approval by the Executive Committee, the Chair may create ad hoc committees or standing committees with such functions and responsibilities as the Chair may designate. An effort should be made at all times to promote diversity among committee members.

### **4.3 Chapters**

Members of DAS in a given geographic region may apply to the Executive Committee to form a DAS chapter in their region. The chapters are recognized only for the internal purposes of DAS and are an integral part of DAS. They are subject to and operate solely in accordance with these bylaws and with any directives the Executive Committee issues.

In coordination with the Chapter Chairs, the Chair and Secretary may redraw the geographic boundaries of DAS chapters. Changes to geographic boundaries are subject to approval by a two-thirds vote of the Executive Committee. An individual member can be a member of only one chapter.

Each chapter may organize itself according to its needs and the size of its membership. A chapter must have at least two officers who between them manage the functions of Chapter Chair and Chapter Secretary. Chapter officers sit for the same terms as Executive Committee officers and must be elected at a chapter general meeting. The chapter general meeting and all officer positions to be voted on at the meeting must be announced at least 30 days in advance. In the absence of such an election, the Chair of DAS, in consultation with the Executive Committee, may appoint a Chapter Chair and Chapter Secretary until an election can be held.

## **5. TERMS OF OFFICE**

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### **5.1 Length of term**

The officers of the Executive Committee must be elected in odd-numbered years at the annual meeting of DAS. Their term expires upon the election of their successor. No officer can serve more than two consecutive elected terms in the same office. If 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 by a two-thirds majority of the members present.

### **5.2 Automatic expiration**

The terms of all incumbent assistant officers and committee chairs expire upon the election of new officers.

### **5.3 Removal from office**

Any officer or ex-officio Executive Committee member may be removed from office by a two-thirds vote of the Executive Committee. This may 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. Before any vote on removal by the Executive Committee, the officer or ex-officio member in question must be given notice of the cause for removal from office and an opportunity to present arguments against their removal.

If at least two members of the Executive Committee determine that the officer or ex-officio member has not fulfilled the duties of the office or is unable to continue to do so, it is cause for removal.

## **6. NOMINATIONS**

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### **6.1 Nominations committee**

At least 45 days before the annual meeting, a nominations committee must be named by the Chair with the approval of the Executive Committee. The nominations committee will 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 must decide whether the elections will be conducted by (i) electronic ballot to be counted at the annual meeting, (ii) 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**

No less than 30 days before the annual meeting, the nominations committee must notify the membership of its nominations and of any other nominations received from the members of DAS.

### **6.4 Additional candidates**

If the elections are to be conducted electronically, any member of DAS who wants to run for office but was not nominated by the nominations committee may declare his or her candidacy at least 35 days before the annual meeting in a letter addressed to the chair of the nominations committee. The nominations committee must send ballots by

email to the membership of the organization no earlier than 13 and no later than 10 days before the annual meeting.

### **6.5 Nominations from the floor**

If the elections are to be held electronic ballot, no nominations may be made from the floor at the annual meeting 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**

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### **7.1 Elections**

Executive Committee officers must 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 e-mail or web form) ballot counted at the annual meeting. In the event an election is determined by electronic ballot, the nominations committee is responsible for ensuring a reliable and transparent process, which must be announced no less than 30 days before 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 electronic vote 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 or at a special meeting. Subject to majority approval of the Executive Committee, the Chair may appoint a member to fill a vacancy until an election can be held. Any officer elected at a special election serves only until the next regularly held election.

## **8. NOTICE AND AGENDA**

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### **8.1 Notice**

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

### **8.2 Agenda**

Members who want to add items to the agenda of the annual meeting must submit a request to the chair in writing at least 30 days before the meeting. The request must include the text of any resolutions proposed for adoption. The chair must circulate these

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**

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### **9.1 Annual meeting**

An annual meeting of members must be held no later than June 30 of each year and must include 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 the Chair deems appropriate. A reasonable attempt should be made to hold the annual meeting in a region other than Stockholm at least every third year.

### **9.2 Executive Committee meetings**

Executive Committee meetings must be convened at regular intervals, not exceeding three months. An Executive Committee meeting can be convened by the Chair or by one-third of the members of the Executive Committee. Participation in Executive Committee meetings by all officers and ex-officio members is mandatory, and participation and voting by phone, electronic means, or another method must be made available. Executive Committee members must 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 are subject to removal from office under section 5.3.

### **9.3 Other meetings**

Other meetings or special meetings of the membership may be called by the Chair, by one-third of the Executive Committee, or at the request of 10% of the membership.

### **9.4 Meeting rules**

All meetings of the membership, the Executive Committee, and the standing and ad hoc committees must be open to members and conducted in accordance with these bylaws. All meetings should be conducted in accordance with the latest edition of *Robert's Rules of Order*. Any DAS member may request minutes of any committee meeting, which must be made available for inspection within a reasonable amount of time. The Secretary must submit the minutes and any election results of the annual general meeting within 15 days of said meeting.

### **9.5 Meeting formats**

DAS meetings may be held in person, by telephone, by videoconference, or by other electronic means approved by the Executive Committee.

### **9.6 Quorums**

A quorum must 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 Committee and other committees, fifty percent (50%) of the members on the committee.

### **9.7 Voting by proxy**

Any member in good standing may cast a vote by proxy, including electronic, fax, cable, or letter, on any item specified on the agenda of the meeting. Proxies must be in writing and name the person to whom the proxy is given. Proxies 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 one may hold proxies for more than two members.

A proxy may be revoked in writing at any time before a meeting is called to order. If during the course of a meeting, a person duly recorded as present must temporarily or permanently leave the meeting, he or she 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**

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### **10.1 Conflicts**

In the event of a conflict between (i) these bylaws and (ii) the bylaws of Democrats Abroad, the charter and bylaws of the Democratic Party of the United States, and/or rules and regulations adopted by Democrats Abroad and/or the Democratic Party of the United States, the latter (ii) prevail.

### **10.1 Amending bylaws**

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