



Draft Bylaws Democrats Abroad Chile 5 April 2019 v. 4.1

## DEMOCRATS ABROAD CHILE

### BYLAWS

adopted on MM/DD/YY

#### **Article I: Organization**

1.1 These Bylaws govern an organization having as its name Democrats Abroad Chile, which shall be known hereafter as DAC or DA Chile.

#### **Article II: Purpose and Relationship to Democrats Abroad**

2.1 The organization shall apply for admittance to the Democratic Party Committee Abroad (the “DPCA”) as a Country Committee within Democrats Abroad.

2.2 The purposes of the organization shall be 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 Chile.

#### **Article III: Members**

3.1 Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are residents in Chile. A member who by her or his 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 two-thirds vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has had reasonable notice (no less than 30 days) of the Executive Committee’s intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee. Upon request, new or potential members will be provided with an annex that contains the principles of the Democratic Party.

3.2 Career, family, and other circumstances of many Democrats Abroad members require that they may travel, have temporary work assignments in other countries, or have more than one residence. To ensure that candidates and voters have legitimate contacts with the jurisdiction in which they seek office and/or vote, the totality of the circumstances should be evaluated in determining a candidate’s or voter’s overseas residence or domicile. Where a question of candidate or voter residency arises, a determination should include, but need not be limited to, consideration of the following criteria:

- a) Does the candidate or voter maintain a bona-fide residential home within the relevant country? (e.g., not merely storage of items but an actual residential home address)
- b) Does the candidate or voter have an office or primary place of work within the relevant country?

- c) Does the candidate or voter have a specific personal or work telephone landline within the relevant country at which he or she can be reached?
- d) Does the candidate or voter have a specific personal or work mobile phone within the relevant country at which he or she can be reached?
- e) Did the candidate or voter spend a plurality of days within the past year within the relevant country? (i.e., did they spend more time there than in any other country?)
- f) Does the voter have permanent resident or other status in the relevant country or in any other country?
- g) Does the candidate or voter sincerely and continuously intend to return to the relevant country despite temporary absence.

3.3 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in Chile shall be represented within the organization.

3.4 The current list of members as maintained by the Secretary pursuant to Article VIII 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 shall from time to time require.

3.5 To join Democrats Abroad a prospective member must complete the DPCA membership application online at <http://www.democratsabroad.org>. Membership in Democrats Abroad automatically results in membership in Democrats Abroad Chile.

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

3.7 Each member has the right to inspect and correct the member's data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the database manager. The membership records shall be maintained by the Secretary 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 Chile. 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.

#### **Article IV: Cessation of Membership**

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

4.2 Any member may voluntarily terminate membership by written notice to a member of the executive committee. Such termination is effective immediately.

A member, who shall cease to have his or her residence in Chile, shall be deemed to have resigned effective upon his or her change of residence.

The following actions are conditions for revocation of DA Chile membership:

Acting in such a manner that demonstrates that the member no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad;

- a) Using contact information provided by other members for any purpose other than those related to DA Chile;
- b) Using contact information provided by other members for the purposes of campaigning for office or soliciting votes or proxies;
- c) Using the activities of DA Chile for personal financial gain.

4.3 Any member accused of violating one of the previously mentioned infractions may be excluded from membership by a majority vote of the DA Chile Executive Committee; provided however that such vote may only be taken after the member has been reasonably notified of the Executive Committee's intention to exclude the member, and said member has had reasonable opportunity to contest the proposed action by the Executive Committee.

#### **Article V: Officers**

5.1 The Executive Committee of the organization shall be the following officers: Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. An effort shall be made to promote diversity among the elected officials.

#### **Article VI: Chairperson**

6.1 The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establishing the agenda of such meetings, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex-officio on all committees and subcommittees of the organization including Standing Committees, with full voting privileges. The Chair may appoint and remove deputies, assistant officers, honorary Officers, committee leaders, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

#### **Article VII: Vice-Chairperson**

7.1 In the absence of the Chairperson, the Vice-Chairperson shall call and preside at meetings of members and of the Executive Committee. The Vice-Chairperson shall have such other duties as the Chairperson shall define. NOTE: The Chairperson and the Vice-Chairperson shall be of a different sex. This is mandatory.

#### **Article VIII: Secretary**

8.1 The Secretary shall maintain a current list of members of the organization (containing the name, mail 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. The minutes books shall be open for inspection by members.

#### **Article IX: Treasurer**

9.1 The Treasurer shall manage the finances of the organization, maintain its 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 or the Chilean tax authorities, 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).

#### **Article X: Counsel**

10.1 The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Chile 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 record keeping.

#### **Article XI: Executive Committee**

11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. The chairpersons of the Standing Committees shall be ex-officio members of the Executive Committee with full voting privileges.

11.2 The Executive Committee shall meet at regular intervals upon call by the Chairperson, for the purpose of consulting with and advising the Chairperson in the administration of the organization. A meeting of the Executive Committee may be called by one-third of the Executive Committee.

11.3 The Board shall be composed of the Executive Committee and one representative of each of the duly recognized chapters of DA Chile.

#### **Article XII: Committees**

12.1 The Committee may approve the formation by simple majority of Standing Committees such as: Membership, Voter Registration, Issues, Special Events, Fund-Raising and Communications.

12.2 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.

12.3 The Chairperson shall appoint or remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the meeting of the Executive Committee next following such appointments or revocation. The membership of each such committee shall be selected by the committee chairperson after consultation with the Chairperson.

12.4 Meetings of all committees shall be open to all members of the organization.

#### **Article XIII: Other Officers**

13.1 The Chairperson may appoint and remove such assistant Officers or honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

#### **Article XIV: Terms**

14.1 The Officers of the Executive Committee shall be elected every two years in odd numbered years at the annual meeting of the organization (which meeting shall be held no later than June 30). They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same office.

14.2 The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

14.3 Any Officer who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a three-fourths vote of the entire Executive Committee at a regularly called and quorate meeting at which the question of such removal is on the agenda sent

out in advance and at which the Officer is given due opportunity to explain the reasons for her or his absence.

## **Article XV: Nominations**

### 15.1 Nominations and Elections Committee (NEC)

- a) The Nominations and Elections Committee (NEC) should be composed of at least three members. They must all be members of the CC. Their appointment by the Chair or Executive Committee should take place no less than 45 days from the date set for the election meeting and should be announced in the election notice not less than 30 days prior to the election.
- b) No member of the NEC may be a candidate for office.
- c) All actions of the NEC shall be taken by a majority vote of the committee members.
- d) An appointed NEC's ability to carry out its duties shall not be delayed or hindered in any substantive manner by the Country Committee Chair or ExCom.
- e) The Nomination and Election Committee (one member) must be granted limited administrative access to the country membership database for membership notification and for verification of membership status regarding voting. This access shall be communicated by the Country Chair to the responsible IT database volunteer and the appropriate Confidentiality Agreement submitted. Any problems in securing such access for the NEC should be brought to the immediate attention of the Regional Vice-Chair whose responsibility it will be to assure that access is obtained. If access cannot be granted to an NEC member for whatever reason, an IT Team member will be assigned by the Regional Vice-Chair to send all election notices. Communications with the IT Team volunteer shall originate solely from the NEC.

### 15.2 Duties of the Nominations and Elections Committee

- a) Give notice of the election meeting and keep the minutes of that meeting.
- b) Define the rules and processes for the election, in line with local Bylaws.
- c) Call for nominations
- d) Accept written nominations.
- e) Verify candidate eligibility
- f) Ensure that all candidates are informed of nominations, seconds, elections calendar, and the process for posting candidate statements
- g) In cases where no nominee has come forward for an open Executive Committee position, Election Committee members may reach out to solicit candidates and nominations from the general country membership.
- h) Issue a list of candidates for office.
- i) Write and distribute a ballot.
- j) Ensure that the election meeting is run by a member of the NEC.
- k) Be the recipient of any electronic ballots, transport these to the election meeting, and be responsible for opening these.
- l) Be the recipient of all proxies, verify the validity and proper execution of each proxy, and confirm the membership status of all proxy givers.
- m) Collect ballots and count the votes.
- n) Verify the final election tally.
- o) Report the results to the gathered membership immediately and again via a DA country webpage by posting to all committee members, to the International Chair, the appropriate Regional Vice-Chair, and the International Secretary.
- p) Hear and adjudicate any election disputes.
- q) Monitor the election to ensure a public, open, and fair process.
- r) Recusal of Candidates from Election-Related Matters

- s) The use of a local independent NEC is an essential part of maintaining the integrity of and avoiding any appearance of impropriety in our Country Committee elections. It is therefore essential that all candidates for office, especially incumbent holders of officer or At-Large positions, be recused from all aspects of election administration. A significant number of problems, misunderstandings and disputes can be tied to even well-meaning attempts by Country Committee leadership to assist with election-related matters.
- t) Election-related communications should only be performed by and released in the name of the NEC. This relates to use of the [www.democratsabroad.org](http://www.democratsabroad.org) website, membership-mailing resources, as well as any Internet or social-media sites used by a Country Committee to reach its members.
- u) Moderation of social media attached to the committee (country Facebook pages, as an example) must be overseen by the Election Committee. Fair posting and moderating practices must prevail.
- v) Matters pertaining to the collection, handling, and counting of ballots are especially sensitive and are to be left exclusively to the NEC.

## **Article XVI: Election Rules, and Removal from Office**

### 16.1 Notification of Election Meeting

- a) No less than 30 days prior to the election meeting, the NEC will notify the membership of the location and time of the meeting and a listing of positions to be elected by email and other means necessary. The notice should include an explanation of the nominations process, methods for voting, relevant deadlines, and dates. In addition to any other methods of notification, the Election Meeting Announcement must be sent to all country committee members through the Country Committee database via the Democrats Abroad website and be posted on the [www.democratsabroad.org](http://www.democratsabroad.org) Country Committee webpage.
- b) Voting may take place in person (by voice, show of hands, or written ballot), by written proxy, by absentee ballot, or any combination thereof.

### 16.2 Nominations

- a) The country officers to be elected are: Chair, Vice Chair, Secretary, Treasurer, and Legal Counsel. A country committee's bylaws may contain other offices such as DPCA Voting Representative, Chapter Chairs, country boards, Members At-Large, etc.
- b) The Chair and Vice Chair shall be of a different sex. This is a Democratic Party rule and cannot be changed.
- c) Nominations for an office shall be made in writing by a member and seconded by another member, either in the same or separate writings sent to the NEC, or from the floor of the election meeting in the case of fully in-person elections. A member may nominate themselves. Self-nomination is permitted. The NEC may also make nominations directly.
- d) Each nominee shall confirm his or her willingness to stand and serve as soon as possible after receiving a nomination.
- e) Nominations should be received no later than 17 days before the election. Floor nominations are allowed for a fully in-person, or live remote participation, election meeting conducted without absentee ballots or email voting.
- f) If absentee voting is allowed, and all offices have a candidate, there can be no nominations from the floor of the meeting, as those voting absentee will not have the same opportunity to vote for candidates nominated from the floor and voting will already be in process.
- g) If there are no candidates for a specific office, nominations may be made from the floor at the election meeting.
- h) Should a country committee wish to accept nominations from the floor for all offices (i.e., including those with nominees in place prior to the election meeting), voting can only take place in person or by proxy. A member may only carry two proxies. If country

bylaws contain a more liberal proxy interpretation, these should be revised to conform to DPCA policy.

- i) All candidates for office shall be permitted to post a statement on the Country Committee's page of the DA website ( [www.democratsabroad.org](http://www.democratsabroad.org) ) or in the Country Committee newsletter.

#### 16.3 Ballots and Proxies

- a) If the committee opts for voting by absentee ballot, the written ballot shall be sent by email to all members not later than 14 days prior to the election meeting. Members without email shall receive a ballot by post or hand delivery.
- b) The ballot should also be available for download from the country committee's page on the DA website.
- c) The ballot shall clearly set forth the postal address and/or email address for the return of the ballot and the date, time, and location of the election meeting.
- d) All ballots must be signed by the voting member and contain other relevant contact and identifying details (i.e.e.g: ., mobile phone number). The signed ballot requirement is a Democratic Party rule requiring open ballots and cannot be changed. Any voting method which does not involve a physically signed ballot must be brought to the Regional Vice-Chair and International Counsel for prior approval.
- e) Any ballot returned by email or scanned attachment must be sent from the member's registered email address and must be signed. For purposes of a ballot being deemed "signed", a voter's email signature in a typed form sufficient to identify themselves shall serve as a personal signature.
- f) Any ballot returned by post, hand delivery, or email attachment must be received no later than the day prior to the elections meeting. Otherwise, voting must take place in person or by written proxy at the election meeting.
- g) A proxy shall be in writing, shall name the member to whom the proxy is given, and shall be limited to voting in the election. The proxy may not be transferred by the proxy holder.
- h) To encourage active participation, a member shall not hold more than two proxies. This rule is a DPCA standard and supersedes any varying number of proxies allowed in Country Committee bylaws. Country committee bylaws, or the NEC, may also opt to disallow the use of proxy voting in elections.
- i) A proxy may be revoked at any time prior to the call to order of the election meeting on determination of the Election Committee or by the issuing member.

#### 16.4 Vote Counting

- a) All eligible ballots shall be counted at the elections meeting by the NEC members or its appointed tellers present at the meeting. Ballot verification shall include but is not limited to:
  - b) late registrants, which shall not be counted;
  - c) late-submitted ballots, which shall not be counted;
  - d) unsigned ballots, which shall not be counted;
  - e) blank or partially blank ballots, which shall not be counted for the purposes of any position for which the ballot is blank but shall be counted for any positions for which a candidate is selected;
  - f) ballots indicating a vote for multiple candidates where only one may be voted for shall not be counted for the purpose of that position.
  - g) ballots submitting a non-member as a write-in candidate or submitting a write-in candidate for a position where, under the country committee bylaws a write-in candidate would not be permitted.
  - h) The candidate with the most votes shall be considered elected into the position.
  - i) If there is a tie for an elected position, the NEC shall call an immediate, on-the-spot runoff election with the participation of those present at the meeting. Proxies may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the run-off round.

- j) The results of the election shall be announced at the election meeting, sent by email to the membership, and posted on the website, unless a challenge has arisen.

#### 16.5 Election Questions and Challenges

- a) To ensure prompt resolution of election-related concerns, Country Committee members (whether voters or candidates) should raise their questions regarding election matters to the NEC at the time that such issues first arise or are discovered. Challenges to an election result or process must be made to the NEC within 30 days of the election meeting.
- b) Challenges alleging conduct proscribed under paragraph 4 (involving recusal, appearance of impropriety or election-related matters) must be made in a timely manner; unreasonable delay shall be grounds for dismissal of the challenge.
- c) Any change to an election-related process that seeks to overturn election results based on conduct proscribed under paragraph 4 (involving recusal, appearance of impropriety or election-related matters) must allege and prove that the conduct
- d) had a significant impact on the fairness or legitimacy of the election.
- e) The NEC shall attempt to address questions and to hear and adjudicate challenges on the local level. The NEC may consult with the International Counsel about the legal requirements and possible solutions to issues raised. The NEC (with guidance from the International Counsel) is solely responsible for resolution of such challenges. Such matters are not to be adjudicated by or interfered with by the country Executive Committee or any of its sitting or newly elected officers.
- f) Challenges to an election result or process may be filed by any eligible voter, should be made in writing, and include a statement of the legal and factual basis for the challenge. Challenges should be filed with the NEC, and a copy sent to the Regional Vice-Chair, International Counsel, and International Chair, no later than 30 days after the adjournment of the election meeting.
- g) If the NEC cannot resolve a challenge to an election result or process within 15 days following receipt of the challenge, such dispute documentation shall be referred through the International Counsel and Regional Vice-Chair (with a copy sent to the local NEC) for adjudication to the International Chair in conjunction with the International ExCom. Options include: remanding the matter for handling by the local NEC, submitting to the International Counsel for a determination on legal issues, dismissal of the challenge, or, if warranted, requesting that the matter be submitted to the International Chair and Executive Committee as a Formal DPCA Credentials Challenge described and outlined as a formal procedure under the Rules of Procedure of the Democratic Party Committee Abroad.
- h) At all stages of the challenge process, the challenging party shall have the burden of proof by clear and convincing evidence on all factual issues necessary to the challenge.

#### 16.6 Election of Officers

- a) The Officers and Members-at-Large of the Executive Committee shall be elected by a majority of votes of:
  - the members voting (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
  - by mail, fax or electronic ballot (e.g. email, web) counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held).
- b) In the event of an election to be held by mail ballot, ballots received by email shall be kept unopened and delivered to tellers appointed by the meeting to count the votes. Those members who prefer to vote by mail must petition an absentee ballot from the Nominations Committee 10 days prior to the election. Each vote must be traceable and identifiable as having been made by an identified member.

- c) Ballots will be held for 30 days after the election for verification purposes and thereafter destroyed. Verification of ballots may only be performed by an independent, non-candidate individual appointed by the Executive Committee.

16.7 Removal/Vacancies

- a) Any Officer or Member-at-Large of the Executive Committee may be removed from office by a vote of two-thirds of:
  - those present at a duly convened meeting of the membership or
  - those voting in a duly organized vote by mail or electronic ballot (e.g. email, web) on the question. Notice of any meeting under this Section 16.2 must be given in writing to the membership at least 30 days in advance.
- b) If the position of Chairperson becomes vacant for whatever reason, the Vice-Chairperson shall succeed to the office of Chairperson and elections shall be held to fill the office of Vice-Chairperson in accordance with Article XVII.

16.8 Acceptance of Votes

- a) An election will have a start time and a completion time as determined by the Executive Committee. The time frame must be ample for the membership of DAC to place their votes. Votes will not be accepted outside of this time frame.

**Article XVII: Vacancies**

17.1 Any vacancy among the Officers or the Members-at-Large of the Executive Committee may be filled by special election held at a meeting of the members of the organization, no less than 30 days and no more than 45 days from the date of the vacancy, in conformity with Articles XV and XVI hereof.

17.2 Until such vacancy is filled, the Chairperson may appoint in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer or Member-at-Large elected at a special election shall serve only until the next regular election.

**Article XVIII: Notice**

18.1 Notice of:

- a) annual meetings;
- b) meetings at which elections and removals from office will be held, and;
- c) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting.

18.2 Notice of other meetings of members (with no less than 14 days written notice) and of the Executive Committee (with reasonable notice under the circumstances) shall be given by such method as the Chairperson shall from time to time reasonably prescribe. Written notice shall be defined as correspondence by email to all active members.

**Article XIX: Meetings**

19.1 An annual meeting of members shall be held no later than June 30 of each year and shall act upon the following:

- a) approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year;
- b) in election years, the election of the Officers, and;
- c) such other business as the Chairperson shall deem appropriate.

19.2 DAC will hold at least two meetings per calendar year.

19.3 Other meetings of the membership may be held from time to time upon call by:

- a) the Chairperson,
- b) one-third of the Executive Committee or
- c) 5% of the membership who require the holding of a meeting.

19.4 All meetings of the membership, the Executive Committee, the Standing Committees and ad hoc committees (if any) shall be open to the membership and conducted in accordance with these Bylaws (including the provisions on notice).

19.5 Meetings of Democrats Abroad Chile may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a 3/4ths majority.

19.6 For the purposes hereof, a quorum shall be determined as follows:

- a) for meetings of the membership, 10 members of the active membership as determined by the secretary's official membership list.
- b) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.

19.7 If the Chairperson fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.

19.8 The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chairperson in advance by ten percent (10%) of the membership. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chairperson in advance by two (2) members of the Executive Committee or of the subcommittee, as the case may be.

19.9 Any member may request the Executive Committee in writing to place additional items on the agenda and shall furnish the text of any resolutions proposed for adoption 14 days before the meeting. The Chair shall circulate such additional items and proposed resolutions, as well as other resolutions, no less than 7 days before the meeting.

19.10 Items may be added to the agenda at the meeting by majority vote of the members present or represented.

19.11 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

19.12 The Chair will, when possible, inform members of DAC of the telephone number or contact details to call and seek to arrange means of communication by which all persons participating in the meeting are able to hear one another at the same time. Notwithstanding the foregoing, neither the Chair nor DAC shall be obligated to pay for the telecommunications charges for participation by a member; all such charges will be at the cost of the member. Such participation by telephone or via other communication devices shall constitute presence in person at a meeting for all purposes of these bylaws.

## **Article XX: Proxy Voting**

20.1 The use of proxies shall be permitted at general membership meetings of DA Chile and Chapter meetings only. Proxy forms shall be kept with the minutes of those meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or

electronically. The proxy shall name the person to whom the proxy is being given and may be (i) either general or limited, (ii) uninstructed or instructed and (iii) transferable to another person or non-transferable. Proxies may not be used to determine whether a quorum is present. A proxy may be given during the course of a meeting if the proxy giver must leave the meeting temporarily or permanently. Any one person can hold a maximum of 2 proxies. If during the course of a meeting of DAC, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another DAC member a proxy for the meeting, valid for the duration of the absence or for the duration of the concerned meeting.

## **Article XXI: Rules Applicable to the Committee**

21.1 The functioning of the Committee shall be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt and (ii) 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 shall adopt from time to time. In the event of a conflict between (A) these Bylaws and the rules referred to in sub-clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub-clause (ii) of the previous sentence, the documents, rules and regulations of such sub-clause (ii) shall prevail.

## **Article XXII. Amendments**

22.1 These Bylaws may be amended by the general membership of DA Chile by a majority of two-thirds of those voting or by a three-fourths vote of the Executive Committee of DA Chile.

## **Article XXIII: Chapters**

23.1 Democrats Abroad Chile will make a reasonable effort to form chapters within Chile. Chapters may be duly recognized from time to time by the Board of DA Chile in accordance with Section 23.7.

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

23.3 Membership in a recognized Chapter is open to any American citizen of voting age who has joined DA Chile in accordance with Section 3.1. and is resident in the Chapter city or its region. Members of DA Chile not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the Country-wide Chair.

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

23.5 The Chapters shall be recognized only for the internal purposes of DA Chile and are an integral and integrated part of DA Chile. They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Board shall from time to time adopt, as well as the Bylaws of Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their

own. They shall not operate any separate bank accounts. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of DA Chile.

23.6 The Chapter Treasurer shall be subject to the supervision of the Country Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance. The use and expenditures of funds shall be determined pursuant to prior ad hoc agreements reached between the Chapter and the Executive Committee (or the Country Chair if a decision is required prior to the next Executive Committee meeting as to each event or publication and subject to approval by the Executive Committee) and/or Standing Resolutions. In no event shall the expenditure of funds be agreed to or any funds be disbursed by the Chapter without the prior consent of the Country Treasurer and the Chapter Chair.

23.7 To qualify as a Chapter a group must have at least five (5) members all of whom shall be resident in a given region. Chapters consisting of members of DA Chile may be recognized or dissolved by a two-thirds vote of the Board present and voting.

23.8 A meeting of a Chapter shall be quorate if at least three (3) members are present in person, other than election meetings, where a quorum shall consist of the lesser of 30 members or one-third of the active members.

#### **Article XXIV: The Country Board**

24.1 The Board shall be composed of the Country-wide Officers and the Chapter Representatives.

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

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

24.4 A vacancy on the Board shall exist when (i) a Board Member has missed two (2) consecutive meetings without prior written notification to one (1) of the members of the Executive Committee or (ii) when a Board Member has resigned or ceased to reside in the Territory or (iii) when a Board Member has been removed pursuant to the procedures referred to in Section 10.2 or (iv) when a Board Member has missed a total of 3 consecutive Board Meetings regardless of prior written notification.

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

#### **Article XXV : By-laws**

DA Chile shall be governed by: (i) these By Laws and rules established by the Executive Committee, and: (ii) the By Laws and rules and regulations established in the DPCA Charter and those of the Democratic Party of the United States. In the event of a conflict between DA Chile By Laws and the DPCA Charter or the By Laws of the Democratic Party of the United States the rules and provisions contained in the latter shall prevail.

Pro-Forma Election Calendar

Day of Election minus 45 days	Nominations and Elections Committee (NEC) appointed by Country Committee Chair or ExCom.
Day of Election minus 30 days	NEC gives notice of the election, the Date, Time, and Location of Election Meeting, the Rules of the Election, how to make a nomination/be nominated, where to post/find candidates statements, how ballots will be distributed, who is an eligible voter, what is an eligible ballot, how/where can ballots be cast, and other relevant information (e.g.: candidate presentations/debates).  Calls for nominations.
Day of Election minus 17 days	Nominations close.
Day of Election minus 14 days	For postal/absentee ballots – deadline for eligible voters to become DA members.  Postal/absentee ballots mailed out or hand delivered.
Day of Election minus 1 day	Deadline for receipt of postal/absentee ballots received by post, hand, fax, scanned/email.  For In-person voting – deadline for eligible voters to become DA members.
Day of Election Meeting	Ballots counted and Results announced by NEC.
Day of Election plus 15 days	Deadline for sending notice to the DA International Secretary and Regional Vice-Chair of the results of the election, contact information for officers, and certified minutes of the election meeting.
Day of Election plus 30 days	Deadline for filing challenges to the election with NEC, copy to Regional Vice-Chair, International Counsel, and International Chair.
Date a challenge to the election is filed with the NEC plus 15 days	Deadline for local NEC to resolve an election dispute; challenge is then forwarded to the International Chair.