

# 2022-02-12 Bylaws Proposals

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## SUMMARY:

In an effort to reduce complexity and streamline the voting process, we have grouped the following bylaws proposals into eight (8) **subjects**, with page breaks between each subject. Within each subject, there are one or more **goals** we wish to achieve. There may also be one or more **sections** of the current bylaws impacted within a subject.

We are also providing the following high-level summary of the proposed changes and where you can find the relevant bylaws sections.

- Sec. 7.3 - Moves the deadline for holding an AGM from March 31st to June 30th.
- Sec. 4.8 - Sets forth a clear means for electing alternate DPCA Voting Representatives.
- Sec 4.7, 5.1, 5.8 and 7.6 - Renames At-Large “Representative” Executive Committee positions as “Coordinators” and increases the number of these positions from six to nine.
- Sec. 4.6, 4.5, 4.7, and 7.3 - Opens membership on Nominations and Elections Subcommittee to current or former members of the Executive Committee and renames the Nominations and Elections “Subcommittee” to “Committee.”
- Article 6 has been largely reorganized in a more logical fashion.
- Sec. 6.1 - Incorporates language from 6.2 concerning minimum number of members needed to form a chapter.
- Sec. 6.2:
  - Requires a vote by the Executive Committee before a chapter can be formed.
  - Allows for chapters to be dissolved by a two-thirds Executive Committee vote.
  - Creates Chapter Operational Guidelines to be defined by the Executive Committee.
- Sec. 6.3 - Breaks old section into parts, with several additions:
  - Removes the requirement of a yearly chapter meeting, strongly encouraging chapters to hold business meetings regularly/monthly.
  - Allows for votes to be cast electronically during the chapter election meeting.
  - Calls for chapters to elect at least a Chapter Chair and Vice Chair.
  - Requires minutes from the election meeting to be forwarded to the DAG Chair and Secretary no later than a week after the meeting.
  - Calls for the Chapter Vice Chair to become Chapter Chair upon resignation or removal.
  - Requires the appointment of a Chapter Nominations and Elections Committee.
- Sec. 6.4
  - Moves language from Sec. 6.3 here about Chapter Chair being able to make Chapter Board appointments.
  - Clarifies that Chapter Chair may recommend replacements for elected board members upon resignation or removal, and that the Executive Committee shall vote on such recommendation.
  - Makes appointed board positions non-voting.
- Sec. 6.5 - Moves power to change chapter boundaries from the Country Chair to the Executive Committee, upon proposal by the Country Chair or a Chapter Chair.

- Sec. 6.6 - Precincts
  - Allows for a Chapter Chair or interested individuals to propose the creation of a precinct.
  - Codifies practice of Precinct Captains being non-voting members of the Executive Committee.
  - Calls for Precinct Captain's term to expire at DAG AGM in odd-numbered years.
  - Sets forth basic expectations for precincts, chapters, and At-Large Coordinators regarding precinct operation.
- Art. 7 - Caucuses - explains how caucuses may be formed, and how Caucus Chairs will be selected.
- Gender Inclusivity - removes "he," "she," "him," and "her" language in favor of more inclusive references to position titles.

## KEY

**ADDITIONS** are highlighted in **GREEN**

**DELETIONS** are highlighted in **YELLOW** with ~~STRIKETHROUGH~~

## **SUBJECT 1: AGM Date Requirements**

**GOAL:** Bring the AGM timing into sync with the global charter and provide more flexibility in planning

### **CURRENT SECTION: 7.3**

#### **CURRENT LANGUAGE:**

**Section 7.3** At least one meeting of the general membership of DA Germany shall be held every year between January 1 and March 31 (each such meeting, an “Annual General Meeting”). The Country Chair shall give members at least six weeks’ prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including, but not limited to, providing written notice by mail or electronic means to all members of DA Germany. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment to the Bylaws (as required by Section 9.2) and, if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations Subcommittee and approved by the Executive Committee pursuant to Section 4.7).

#### **PROPOSED MARKUP:**

**Section 7.3** At least one meeting of the general membership of DA Germany shall be held every year between January 1 and ~~March 31~~ June 30 (each such meeting, an “Annual General Meeting”). The Country Chair shall give members at least six weeks’ prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including, but not limited to, providing written notice by mail or electronic means to all members of DA Germany. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment(s) to the Bylaws (as required by Section 9.2) and, if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations Subcommittee and approved by the Executive Committee pursuant to Section 4.7).

## **SUBJECT 2: Alternate DPCA Voting Representatives**

**GOAL:** Create 4 alternate voting representative positions (Alternates), who will have official membership to speak and hold proxies at global DPCA meetings, to serve in the event of a DPCA Voting Representative vacancy; clarify the role of Alternates

### **CURRENT SECTION: 4.8**

#### **CURRENT LANGUAGE:**

**Section 4.8** At International meetings and other circumstances when votes are taken by the DPCA, the Chair, Vice Chair, and any DPCA Voting Representative(s) shall have equal voting strength among the votes assigned to DA Germany. No person voting for DA Germany shall carry more than one (1) vote, exclusive of any proxy votes allowed by the DPCA Charter. The Country Chair and Vice Chair shall each have one of the votes assigned to DA Germany. Election of DPCA Voting Representatives shall be held in two rounds. In the first round, up to half of the DPCA Voting Representatives shall be elected from a pool of newly elected or re-elected (i.e., incoming) voting members of the Executive Committee. In the second round, all remaining DPCA Voting Representatives shall be elected from a pool of all eligible members of DA Germany, including any candidate from the first round who was not elected. The final outcome of the election of DPCA Voting Representatives shall comply with gender balance rules.

#### **PROPOSED MARKUP:**

**Section 4.8** At International meetings and other circumstances when votes are taken by the DPCA, the Chair, Vice Chair, and any DPCA Voting Representative(s) shall **have** **having** equal voting strength among the votes assigned to DA Germany. No person voting for DA Germany shall carry more than one (1) vote, exclusive of any proxy votes allowed by the DPCA Charter. The Country Chair and Vice Chair shall each have one of the votes assigned to DA Germany.

(a) **The election** **Election** of DPCA Voting Representatives shall be held in two rounds. In the first round, up to half of the DPCA Voting Representatives shall be elected from a pool of newly elected or re-elected (i.e., incoming) voting members of the Executive Committee. In the second round, all remaining DPCA Voting Representatives shall be elected from a pool of all eligible members of DA Germany, including any candidate from the first round who was not elected. The final outcome of the election of DPCA Voting Representatives shall comply with gender balance rules.

(b) **Additionally, the top four candidates not elected as DPCA Voting Representatives in the second round of voting in 4.8(a) shall be Alternate DPCA Voting Representatives ("Alternates"). These Alternates shall fill any vacancies among Germany's DPCA Voting Representatives and shall be non-voting members of the Executive Committee and of the DPCA. No more than two of the four Alternates may be of the same gender.**

(c) **When a DPCA Voting Representative resigns or is removed, an Alternate shall fill**

the vacancy. The Alternates shall be ranked in order of the votes they received in the second round of voting in 4.8(a) and the highest ranked Alternate who allows the delegation to meet gender-balance requirements shall fill the empty DPCA Voting Representative slot. In the event of an Alternate vacancy, the Country Chair shall appoint, with Executive Committee approval, a replacement Alternate.

### **SUBJECT 3: At-Large Coordinators**

**GOAL:** Clarify that these positions have only a coordinator, and not a representative, function; add 3 more openings for these positions

#### **CURRENT SECTION: 4.7**

#### **CURRENT LANGUAGE:**

**Section 4.7** Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held shall vote using physical ballots unless otherwise agreed as permitted by Section 7.8. Those present remotely (as defined in Section 4.5(a)) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the following sequence:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer;
- (e) Those At-Large Representative positions with designated duties as provided for in Section 5.7:
- (f) All remaining At-Large Representative positions with no prior designated duties; and
- (g) DPCA Voting Representatives.

#### **PROPOSED MARKUP:**

**Section 4.7** Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held shall vote using physical ballots unless otherwise agreed as permitted by Section 7.8. Those present remotely (as defined in Section 4.5(a)) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the

following sequence:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer;
- (e) Those At-Large **Coordinator Representative** positions with designated duties as provided for in Section 5.7:
- (f) All remaining At-Large **Coordinator Representative** positions with no prior designated duties; and
- (g) DPCA Voting Representatives.

**CURRENT SECTION: 5.1**

**CURRENT LANGUAGE:**

**Section 5.1** The voting members of the Executive Committee shall consist of:

- (a) the Country Chair;
- (b) the Vice Chair;
- (c) the Secretary;
- (d) the Treasurer;
- (e) any DPCA Voting Representative(s) (if warranted by DA Germany membership numbers in accordance with the DPCA Charter);
- (f) six at-large representatives elected from the membership (the “At-Large Representatives” and, together with the DPCA Voting Representatives, the “elected members of the Executive Committee”);
- (g) the immediate past Country Chair, so long as that he or she was not removed for cause from the position; and
- (h) each Chapter Chair.

Any Deputy Vice Chair or Legal Counsel duly appointed and approved per Section 5.9 shall be a non-voting member of the Executive Committee.

**PROPOSED MARKUP:**

**Section 5.1** The voting members of the Executive Committee shall consist of:

- (a) the Country Chair;
- (b) the Vice Chair;
- (c) the Secretary;
- (d) the Treasurer;
- (e) any DPCA Voting Representative(s) (if warranted by DA Germany membership numbers in accordance with the DPCA Charter);
- (f) **Nine At-Large Coordinators** ~~six at large representatives elected from the membership (the "At-Large Representatives" and, together with the DPCA Voting Representatives, the "elected members of the Executive Committee");~~
- (g) the immediate past Country Chair, so long as that he or she was not removed for cause from the position; and
- (h) each Chapter Chair.

Any Deputy Vice Chair or Legal Counsel duly appointed and approved per Section 5.9 shall be a non-voting member of the Executive Committee.

**CURRENT SECTION: 5.8**

**CURRENT LANGUAGE:**

**Section 5.8** At-Large Representatives shall be nominated and elected at each Annual General Meeting with elections per Sections 4.5-4.7. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the At-Large Representative positions to be elected. Responsibilities of those At- Large Representatives not elected to a position with designated duties may be suggested by the Country Chair in agreement with the At-Large Representative and with approval of the Executive Committee. Failure of an elected At-Large Representative to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached though agreement between the Country Chair, the At-Large Representative and the Executive Committee may be grounds for removal from the Executive Committee in accordance with Sections 8.1 and 8.2. Vacancies shall be filled in the same manner as for Officers.

**PROPOSED MARKUP:**

**Section 5.8** At-Large **Coordinators** **Representatives** shall be ~~nominated and~~ elected at each Annual General Meeting ~~by~~ **with** elections per Sections 4.5-4.7. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the At-Large **Coordinator** **Representative** positions to be elected. Responsibilities of those At-Large **Coordinators** **Representatives** not elected to a position with designated duties may be suggested by the Country Chair in agreement with the At-Large **Coordinator** **Representative** and with approval of the Executive Committee. Failure of an elected At-Large **Coordinator** **Representative** to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached though agreement between the Country Chair, the At-Large **Coordinator** **Representative** and the Executive Committee may be grounds for removal from the Executive Committee in accordance with Sections 8.1 and 8.2. Vacancies shall be filled in the same manner as for Officers.

**CURRENT SECTION: 7.6**

**CURRENT LANGUAGE:**

**Section 7.6** At each Annual General Meeting, the country committee officers shall present a report of their activities since the previous Annual General Meeting. All Chapter Chairs and At-Large Representatives shall also present a brief report of their activities.

**PROPOSED MARKUP:**

**Section 7.6** At each Annual General Meeting, the country committee officers shall present a report of their activities since the previous Annual General Meeting. All Chapter Chairs and At-Large **Coordinators** **Representatives** shall also present a brief report of their activities.

**SUBJECT 4:** Nominations and Elections Committee

**GOAL:** Open membership on this Committee to current or former members of the Executive Committee to provide greater flexibility; rename to Committee, rather than Subcommittee, to bring in line with other NECs around the globe

**CURRENT SECTION:** 4.6

**CURRENT LANGUAGE:**

**Section 4.6** At least two months prior to each Annual General Meeting at which Officers and other members of the Executive Committee are to be elected, the Country Chair, with the approval of the Executive Committee, shall establish a Nominations and Elections Subcommittee consisting of at least three members of the Executive Committee.

- (a) The Nominations and Elections Subcommittee shall seek out members interested in serving as Officers and other members of the Executive Committee and, at a meeting of the Executive Committee to be held no less than four weeks and no more than eight weeks prior to such Annual General Meeting, shall submit to the Executive Committee for its approval a list of recommended nominees for all positions. Such list, as approved by the Executive Committee, shall be submitted to the members at least three weeks prior to the Annual General Meeting.
- (b) Nominations for Officers and elected members of the Executive Committee may also be made from the floor at the Annual General Meeting; no second shall be required for any such nomination.

**PROPOSED MARKUP:**

**Section 4.6** At least two months prior to each Annual General Meeting at which Officers and other members of the Executive Committee are to be elected, the Country Chair, with the approval of the Executive Committee, shall establish a Nominations and Elections **Committee Subcommittee** ("NEC") consisting of at least three **former or current** members of the Executive Committee.

- (c) The Nominations and Elections **Committee Subcommittee** shall seek out members interested in serving as Officers and other members of the Executive Committee and, at a meeting of the Executive Committee to be held no less than four weeks and no more than eight weeks prior to such Annual General Meeting, shall submit to the Executive Committee for its approval a list of recommended nominees for all positions. Such list, as approved by the Executive Committee, shall be submitted to the members at least three weeks prior to the Annual General Meeting.
- (d) Nominations for Officers and elected members of the Executive Committee may also be made from the floor at the Annual General Meeting; no second shall be required for any such nomination.

**CURRENT SECTION: 4.5**

**CURRENT LANGUAGE:**

**Section 4.5** Officers and elected members of the Executive Committee shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (a) Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media shall be the responsibility of the Nomination and Elections Subcommittee with the approval of the Executive Committee.
- (b) Each Officer and elected member of the Executive Committee shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article VIII.

**PROPOSED MARKUP:**

**Section 4.5** Officers and elected members of the Executive Committee shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (a) Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media shall be the responsibility of the Nomination and Elections **Committee** ~~Subcommittee~~ with the approval of the Executive Committee.
- (b) Each Officer and elected member of the Executive Committee shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article VIII.

**CURRENT SECTION: 4.7**

**CURRENT LANGUAGE:**

**Section 4.7** Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held shall vote using physical ballots unless otherwise agreed as permitted by Section 7.8. Those present remotely (as defined in Section 4.5(a)) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the following sequence:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer;
- (e) Those At-Large Representative positions with designated duties as provided for in Section 5.7:
- (f) All remaining At-Large Representative positions with no prior designated duties; and
- (g) DPCA Voting Representatives.

**PROPOSED MARKUP:**

**Section 4.7** Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held shall vote using physical ballots unless otherwise agreed as permitted by Section 7.8. Those present remotely (as defined in Section 4.5(a)) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections **Committee subcommittee**. Voting shall take place in the following sequence:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer;
- (e) Those At-Large Representative positions with designated duties as provided for in Section 5.7:
- (f) All remaining At-Large Representative positions with no prior designated duties; and
- (g) DPCA Voting Representatives.

**CURRENT SECTION: 7.3**

**CURRENT LANGUAGE:**

**Section 7.3** At least one meeting of the general membership of DA Germany shall be held every year between January 1 and March 31 (each such meeting, an “Annual General Meeting”). The Country Chair shall give members at least six weeks’ prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including, but not limited to, providing written notice by mail or electronic means to all members of DA Germany. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment to the Bylaws (as required by Section 9.2) and, if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations Subcommittee and approved by the Executive Committee pursuant to Section 4.7).

**PROPOSED MARKUP:**

Meeting”). The Country Chair shall give members at least six weeks’ prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including, but not limited to, providing written notice by mail or electronic means to all members of DA Germany. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment to the Bylaws (as required by Section 9.2) and, if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations **and Elections Committee** ~~Subcommittee~~ and approved by the Executive Committee pursuant to Section 4.7).

**SUBJECT 5: Chapters**

**GOALS:** Rename title of article to “Chapters and Precincts”; restructure Article VI in a more logical manner, for example by moving language from 6.2 about minimum chapter requirements to 6.1; clarify how chapters can be formed and dissolved; create "Chapter Operational Guidelines," add "Chapter Vice Chair" as a required position for each chapter to elect; remove annual general chapter meeting and instead encourage regular business meetings; add "physically and electronically" to chapter election meetings to increase participation; define succession in the event the chapter chair resigns; create automatic proxy for chapter chair through the chapter vice chair; define CNEC work

**CURRENT ARTICLE:** VI

**CURRENT LANGUAGE:** ARTICLE VI – CHAPTERS

**PROPOSED MARKUP:** ARTICLE VI – CHAPTERS **AND PRECINCTS**

**CURRENT SECTION:** 6.1

**CURRENT LANGUAGE:**

**Section 6.1** Every effort shall be made to develop regional Chapters of DA Germany in cities in the Territory wherever there are enough interested Democrats to form a Chapter.

**PROPOSED MARKUP:**

**Section 6.1** The organization’s Territory is divided into geographical subsections (“Chapters”), the purpose of which is to facilitate local organization and GOTV activities. A minimum of 50 members is required to form a new Chapter. Each member shall belong to one Chapter. ~~in cities in the Territory wherever there are enough interested Democrats to form a Chapter.~~

**CURRENT SECTION:** 6.2

**CURRENT LANGUAGE:**

**Section 6.2** Each DA Germany Chapter shall have a minimum of 50 registered members and shall, upon the recommendation of the Country Chair, have been recognized by the Executive Committee (and not have had such recognition withdrawn). An individual can be a member of only one DA Germany Chapter. Each Chapter may organize itself according to its needs and the size of its membership.

**PROPOSED MARKUP:**

**Section 6.2** Chapters may be formed by a vote of the Executive Committee. The Executive Committee may, by two-thirds vote and for good reason, dissolve a Chapter and redistribute its membership to other chapters as appropriate. In accordance with Chapter Operational Guidelines to be defined by the Executive Committee, each ~~Each DA Germany Chapter shall have a minimum of 50 registered members and shall, upon the recommendation of the Country Chair, have been recognized by the Executive~~

~~Committee (and not have had such recognition withdrawn). An individual can be a member of only one DA Germany Chapter. Each Chapter may organize itself according to its needs and the size of its membership.~~

**CURRENT SECTION: 6.3**

**CURRENT LANGUAGE:**

**Section 6.3** Each Chapter shall hold a general meeting at least once every year (each such meeting, an “Annual Chapter Meeting”) to take any action related to the activities of the Chapter. In odd-numbered years, the election of a Chapter Chair shall be held at such Annual Chapter Meeting in accordance with such election rules as may be adopted by the Executive Committee from time to time. The minutes of such meeting shall be promptly forwarded to the Executive Committee of DA Germany. The Annual Chapter Meeting for each Chapter shall take place in the first quarter of each calendar year, at least 7 days before the Annual General Meeting of DA Germany for such year. Chapter meetings for other purposes may be held at any time. The Chapter Chair shall have the sole authority for appointing or removing any chapter positions that he or she may deem appropriate to create. Each Chapter Chair may also allow such positions created by him or her to be filled by election of the chapter members. Subject to Section 6.4, the Chapter Chair shall retain the power of removal for elected position holders for any reason at any time. In order to meet these goals, the Country Chair may appoint members to a “DAG Chapter Elections Committee” to set standards and rules for such elections, to ensure that chapter elections are run fairly, and to encourage the election of positions beyond Chapter Chair.

**PROPOSED MARKUP:**

**Section 6.3** ~~Each Chapter shall hold a general meeting at least once every year (each such meeting, an “Annual Chapter Meeting”) to take any action related to the activities of the Chapter. In odd-numbered years, the election of a Chapter Chair shall be held at such Annual Chapter Meeting in accordance with such election rules as may be adopted by the Executive Committee from time to time. The minutes of such meeting shall be promptly forwarded to the Executive Committee of DA Germany. The Annual Chapter Meeting for each Chapter shall take place in the first quarter of each calendar year, at least 7 days before the Annual General Meeting of DA Germany for such year. Chapter meetings for other purposes may be held at any time. The Chapter Chair shall have the sole authority for appointing or removing any chapter positions that he or she may deem appropriate to create. Each Chapter Chair may also allow such positions created by him or her to be filled by election of the chapter members. Subject to Section 6.4, the Chapter Chair shall retain the power of removal for elected position holders for any reason at any time. In order to meet these goals, the Country Chair may appoint members to a “DAG Chapter Elections Committee” to set standards and rules for such elections, to ensure that chapter elections are run fairly, and to encourage the election of positions beyond Chapter Chair.~~

**(a)** Business meetings and local events shall be hosted by each Chapter regularly, and every effort shall be made to do so at least monthly. No later than seven days before the national Annual General Meeting in odd-numbered years, a Chapter Election Meeting shall be held to elect a Chapter Chair and Chapter Vice Chair; gender balance rules shall apply. At such Chapter Election Meetings every effort

shall be made to include all members of the Chapter, physically and electronically, in accordance with election rules as adopted by the Executive Committee and with election procedures as laid out by the Chapter Nominations & Elections Committee (“CNEC”) as defined in Section 6.3 (c)). The minutes of the Chapter Election Meeting shall be forwarded to the Chair and Secretary of DA Germany within one week of the Chapter Election Meeting.

(b) The Chapter Vice Chair represents the Chapter in the absence of the Chapter Chair and, upon resignation or removal of the Chapter Chair, automatically replaces the Chapter Chair.

(c) In order to ensure fair elections within each of the Territory’s Chapters, the Country Chair shall appoint a Chapter Nominations & Elections Committee (“CNEC”) by the last quarter of even-numbered years. The CNEC shall consist of a minimum of 5 members and shall set standards and rules for election procedures at Chapter Election Meetings and shall administer such elections.

**CURRENT SECTION: 6.4**

**CURRENT LANGUAGE:**

**Section 6.4** In order to increase the effectiveness of a Chapter and to increase the diversity and openness of its leadership, the Executive Committee shall – through its DAG Chapter Elections Committee – strongly encourage all chapters to elect a Chapter Chair as well as a Chapter board at their Annual Chapter Meetings in odd-numbered years. These positions may include a Chapter Vice Chair, for which gender balance rules shall apply, and other positions as deemed necessary for the running of the Chapter. Board positions elected at the same meeting as the Chapter Chair (i.e., not appointed positions) may not be removed from office except by a vote of the Executive Committee. Chapters may opt to elect only a Chapter Chair, in which case the Chapter Chair shall have sole authority for appointing or removing any chapter positions that he or she may deem appropriate to create. The Chapter Chair shall retain the right of removal for appointed position holders for any reason at any time.

**PROPOSED MARKUP:**

**Section 6.4** In order to increase the effectiveness of a Chapter and to increase the diversity and openness of its leadership, the Executive Committee shall, through the CNEC, – through its DAG Chapter Elections Committee – strongly encourage all chapters to elect a Chapter Chair as well as a Chapter Board at their Chapter Election Meetings Annual Chapter Meetings in odd-numbered years. These positions may include a Chapter Vice Chair, for which gender balance rules shall apply, and other positions as deemed necessary for the running of the Chapter. Board positions elected at the same meeting as the Chapter Chair and Chapter Vice Chair (i.e., not appointed positions) may not be removed from office except by a vote of the Executive Committee. The Chapter Chair may recommend a replacement of an elected Chapter Board Member if the elected person resigns, is removed, or the person is no longer a member of DA Germany. The Executive Committee shall vote to affirm or deny such replacement. Chapters may opt to elect only a Chapter Chair and Vice Chair. The Chapter Chair may create any additional chapter positions the Chapter Chair deems appropriate, and shall have sole authority

over the appointment or removal of individuals holding such positions. ~~for appointing or removing any chapter positions that he or she may deem appropriate to create. The Chapter Chair shall retain the right of removal for appointed position holders for any reason at any time.~~ These will be non-voting members of the Chapter Board.

**CURRENT SECTION: 6.5**

**CURRENT LANGUAGE:**

**Section 6.5** The Country Chair shall have the right by notice to the Executive Committee to adjust Chapter boundaries as necessary to maintain efficient operation of DA Germany, such adjustment to be binding unless the Executive Committee shall decide otherwise at the meeting of the Executive Committee immediately following such decision by the Country Chair.

**PROPOSED MARKUP:**

**Section 6.5** Adjustments to Chapter boundaries may be proposed by the Country Chair or by a Chapter Chair and, after deliberation, shall be implemented if approved by the Executive Committee. ~~The Country Chair shall have the right by notice to the Executive Committee to adjust Chapter boundaries as necessary to maintain efficient operation of DA Germany, such adjustment to be binding unless the Executive Committee shall decide otherwise at the meeting of the Executive Committee immediately following such decision by the Country Chair.~~

**SUBJECT 6:** Precincts

**GOAL:** Provide for grassroots creation of precincts; clarify relationship between chapter and precinct

**CURRENT SECTION:** 6.6

**CURRENT LANGUAGE:**

**Section 6.6** Precincts may be formed by a Chapter Chair with approval of the Executive Committee. Each Precinct must have a Precinct Captain appointed by the Chapter Chair and approved by the Executive Committee. Each Precinct shall organize itself according to its needs and the size of its membership.

**PROPOSED MARKUP\*\*:**

**Section 6.6** Precincts may be formed upon application of by a Chapter Chair or individual or group within a chapter and vote with approval of the Executive Committee. Each Precinct must have a Precinct Captain, appointed by the Chapter Chair and approved by the Executive Committee, who has the right to participate as a non-voting member of the Executive Committee. The Precinct Captain's term shall expire upon resignation or at the DAG Annual General Meeting in odd-numbered years. Each Precinct shall organize itself according to its needs and the size of its membership. The chapter and all At-Large Representatives shall provide reasonable organizational support to assist precincts with member outreach, event promotion, GOTV activities and publicity.

\*\*Please note, if the above name change proposal is adopted, references to the At-Large Representatives will read At-Large Coordinators\*\*

**SUBJECT 7:** Caucuses

**GOAL:** Clarify how Caucuses are formed and Caucus Chairs are selected

**CURRENT SECTION:** n/a

**CURRENT LANGUAGE:** n/a

**PROPOSED MARKUP:**

**Article VII - CAUCUSES**

**Section 7.1** Any member may propose the formation of a Caucus, and the Executive Committee shall vote to approve or deny the formation of such caucus. When a Caucus is formed, the Executive Committee shall vote on a Caucus Chair. The Country Chair, the applicable Caucus Chair, and/or Caucus members may suggest responsibilities of the Caucus Chair, and the Executive Committee shall vote to approve or deny such responsibilities. Failure of an elected Caucus Chair to reasonably fulfill designated responsibilities may be grounds for removal from the Caucus Chair position in accordance with Sections 9.1 and 9.2. Vacancies shall be filled in the same manner as for Officers.

**SUBJECT 8:** Gender Inclusivity

**GOAL:** Remove reference to “he,” “she,” “his,” and “her” in favor of more inclusive language

**CURRENT SECTION:** 4.3

**CURRENT LANGUAGE:**

**Section 4.3** Any Officer must have been a member of Democrats Abroad for at least 30 days, be a member of DA Germany at the time of his or her election and remain a member throughout his or her tenure.

**PROPOSED MARKUP:**

**Section 4.3** Any Officer must have been a member of Democrats Abroad for at least 30 days, be a member of DA Germany at the time of such Officer's election, and remain a member throughout his or her tenure as an Officer.

**CURRENT SECTION:** 4.5

**CURRENT LANGUAGE:**

**Section 4.5** Officers and elected members of the Executive Committee shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (a) Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media shall be the responsibility of the Nomination and Elections Subcommittee with the approval of the Executive Committee.
- (b) Each Officer and elected member of the Executive Committee shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article VIII.

**PROPOSED MARKUP\*\*:**

**Section 4.5** Officers and elected members of the Executive Committee shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (a) Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media shall be the responsibility of the Nomination and Elections Subcommittee with the approval of the Executive Committee.

- (b) Each Officer and elected member of the Executive Committee shall serve from the date of ~~such Officer's her or his~~ election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article VIII.

**\*\*Please note, if the above name change proposal is adopted, reference to the ~~Nomination and Elections Subcommittee~~ will read ~~Nominations and Elections Committee~~\*\***

**CURRENT SECTION: 5.3**

**CURRENT LANGUAGE:**

**Section 5.3** A quorum of the Executive Committee shall require the presence of

- (a) the Country Chair or Vice Chair and
- (b) a simple majority from among the following:
  - (i) other voting members of the Executive Committee, and
  - (ii) any DA Germany member designated by a Chapter Chair to represent such Chapter Chair during his or her absence from an Executive Committee meeting.

**PROPOSED MARKUP:**

**Section 5.3** A quorum of the Executive Committee shall require the presence of

- (a) the Country Chair or Vice Chair and
- (b) a simple majority from among the following:
  - (iii) other voting members of the Executive Committee, and
  - (iv) any DA Germany member designated by a Chapter Chair to represent such Chapter Chair during ~~the Chapter Chair's his or her~~ absence from an Executive Committee meeting.

**CURRENT SECTION: 5.8**

**CURRENT LANGUAGE:**

**Section 5.8** At-Large Representatives shall be nominated and elected at each Annual General Meeting with elections per Sections 4.5-4.7. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the At-Large Representative positions to be elected. Responsibilities of those At- Large Representatives not elected to a position with designated duties may be suggested by the Country Chair in agreement with the At-Large Representative and with

approval of the Executive Committee. Failure of an elected At-Large Representative to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached through agreement between the Country Chair, the At-Large Representative and the Executive Committee may be grounds for removal from the Executive Committee in accordance with Sections 8.1 and 8.2. Vacancies shall be filled in the same manner as for Officers.

**PROPOSED MARKUP\*\*:**

**Section 5.8** At-Large Representatives shall be nominated and elected at each Annual General Meeting with elections per Sections 4.5-4.7. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the At-Large Representative positions to be elected. Responsibilities of those At-Large Representatives not elected to a position with designated duties may be suggested by the Country Chair in agreement with the At-Large Representative and with approval of the Executive Committee. Failure of an elected At-Large Representative to reasonably fulfill designated duties as set forth prior to **such At-Large Representative's** **his or her** election or to reasonably fulfill responsibilities reached through agreement between the Country Chair, the At-Large Representative, and the Executive Committee may be grounds for removal from the Executive Committee in accordance with Sections 8.1 and 8.2. Vacancies shall be filled in the same manner as for Officers.

\*\*Please note, if the above name change proposal is adopted, references to the **At-Large Representative(s)** will read **At-Large Coordinator(s)**\*\*

**CURRENT SECTION: 8.3**

**CURRENT LANGUAGE:**

**Section 8.3** A member of DA Germany who shall cease to have her or his principal residence in or near the Territory shall be deemed to have resigned from DA Germany effective upon her or his change of principal residence.

**PROPOSED MARKUP:**

**Section 8.3** A member of DA Germany who shall cease to have **her or his** principal residence in or near the Territory shall be deemed to have resigned from DA Germany effective upon **such member's** **her or his** change of principal residence.

**CONTINGENT PROPOSALS:**

**GOAL:** If the caucuses proposal (subject 7) is adopted, it will add a new article and we will need to renumber subsequent articles/sections, and some references to articles and sections within the bylaws, as appropriate.

**CURRENT SECTION:** Article VII - Meetings Generally, inclusive of Sections 7.1 - 7.8

**PROPOSED MARKUP:** Article VIII - Meetings Generally, inclusive of Sections 8.1 - 8.8

**CURRENT SECTION:** Article VIII - Resignation or Removal From Office, inclusive of Sections 8.1 - 8.3

**PROPOSED MARKUP:** Article IX - Resignation or Removal From Office, inclusive of Sections 9.1 - 9.3

**CURRENT SECTION:** Article IX - Amendments, inclusive of Sections 9.1 - 9.2

**PROPOSED MARKUP:** Article X - Amendments, inclusive of Sections 10.1 - 10.2

**CURRENT SECTION:** Article X - Adoption of These Bylaws and Transitional Rules, inclusive of Section 10.1

**PROPOSED MARKUP:** Article XI - Adoption of These Bylaws and Transitional Rules, inclusive of Section 11.1

**CURRENT SECTION:** 4.5

**CURRENT LANGUAGE:**

**Section 4.5** Officers and elected members of the Executive Committee shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (a) Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media and mode of confirmation of identity shall be the responsibility of the Nomination and Elections Subcommittee with the approval of the Executive Committee.
- (b) Each Officer and elected member of the Executive Committee shall serve from the date of her or his election or appointment until a successor has been duly elected

or, in the event of resignation, appointed, or until removed pursuant to Article VIII.

**PROPOSED MARKUP\*\*:**

**Section 4.5** Officers and elected members of the Executive Committee shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

- (c) Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media and mode of confirmation of identity shall be the responsibility of the Nomination and Elections Subcommittee with the approval of the Executive Committee.
- (d) Each Officer and elected member of the Executive Committee shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article **IX VIII**.

\*\*Please note, if the above name change proposal is adopted, reference to the **Nomination and Elections Subcommittee** will read **Nominations and Elections Committee**\*\*

**CURRENT SECTION: 4.7**

**CURRENT LANGUAGE:**

**Section 4.7** Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held shall vote using physical ballots unless otherwise agreed as permitted by Section 7.8. Those present remotely (as defined in Section 4.5(a)) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the following sequence:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer;
- (e) Those At-Large Representative positions with designated duties as provided for in

Section 5.7:

- (f) All remaining At-Large Representative positions with no prior designated duties; and
- (g) DPCA Voting Representatives.

**PROPOSED MARKUP\*\*:**

**Section 4.7** Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held shall vote using physical ballots unless otherwise agreed as permitted by Section ~~8.8~~ **7.8**. Those present remotely (as defined in Section 4.5(a)) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the following sequence:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary;
- (d) Treasurer;
- (e) Those At-Large Representative positions with designated duties as provided for in Section 5.7:
- (f) All remaining At-Large Representative positions with no prior designated duties; and
- (g) DPCA Voting Representatives.

\*\*Please note, if the above name change proposal is adopted, reference to the ~~Nomination and Elections Subcommittee~~ will read **Nominations and Elections Committee**\*\*

\*\*Please note, if the above name change proposal is adopted, references to the ~~At-Large Representative(s)~~ will read **At-Large Coordinator(s)**\*\*

**CURRENT SECTION: 5.8**

**CURRENT LANGUAGE:**

**Section 5.8** At-Large Representatives shall be nominated and elected at each Annual General Meeting with elections per Sections 4.5-4.7. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the At-Large Representative positions to be elected. Responsibilities of those At- Large Representatives not elected to a position with designated duties may be suggested by the Country Chair in agreement with the applicable At-Large Representative and with approval of the Executive Committee. Failure of an elected At-Large Representative to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached though agreement between the Country Chair, the applicable At-Large Representative and the Executive Committee may be grounds for removal from the Executive Committee in accordance with Sections 8.1 and 8.2. Vacancies shall be filled in the same manner as for Officers.

**PROPOSED MARKUP\*\*:**

**Section 5.8** At-Large Representatives shall be nominated and elected at each Annual General Meeting with elections per Sections 4.5-4.7. No less than 10 weeks prior to the Annual General Meeting, the Executive Committee may determine designated duties for any or all of the At-Large Representative positions to be elected. Responsibilities of those At- Large Representatives not elected to a position with designated duties may be suggested by the Country Chair in agreement with the applicable At-Large Representative and with approval of the Executive Committee. Failure of an elected At-Large Representative to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached though agreement between the Country Chair, the applicable At-Large Representative and the Executive Committee may be grounds for removal from the Executive Committee in accordance with Sections 9.1 and 9.2 ~~8.1 and 8.2~~. Vacancies shall be filled in the same manner as for Officers.

\*\*Please note, if the above name change proposal is adopted, references to the ~~At-Large Representative(s)~~ will read ~~At-Large Coordinator(s)~~\*\*