

Democrats Abroad Sweden Bylaws

Adopted May 27, 2010

1. ORGANIZATION

1.1 Name

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

1.2 Location

The organization has its headquarters in Stockholm, Sweden.

1.3 Legal status in Sweden

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

1.4 Fiscal year

The fiscal year for accounting purposes is the calendar year.

1.5 Relationship to DPCA

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

1.6 Purpose

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

2. MEMBERSHIP

2.1 Members

Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and who are resident in Sweden. Membership in Democrats Abroad Sweden automatically results in membership in Democrats Abroad.

2.2 Membership records

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

The membership records shall be maintained in such a manner in order to protect the information therein, pursuant to applicable data protection rules. No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, of Democrats Abroad or of Democrats Abroad Sweden.

2.3 Membership lists

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

2.4 Resignation

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

2.5 Cessation of Membership

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

2.6 Exclusion of members

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

3. OFFICERS

3.1 Officers

The Officers of DASweden shall be the Chair, Vice-Chair, Secretary, Treasurer and Counsel and shall constitute the Executive Committee of DASweden. The Chair and Vice-Chair shall be of the opposite gender.

3.2 Chair

The Chair shall call and preside over all meetings of the Executive Committee, and shall have responsibility for all activities undertaken by DASweden and approved by the Executive Committee. The Chair shall be an *ex officio* member of all committees of the organization, with full voting privileges.

3.3 Vice-Chair

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

3.4 Secretary

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

3.5 Treasurer

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

3.6 Counsel

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

3.7 Other Officers

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

4. COMMITTEES

4.1 Executive Committee

The Executive Committee shall be composed of the Chair, the Vice-Chair, the Secretary, the Treasurer and the Counsel to the Committee who have been elected from among the eligible members of the organization. The chairpersons of the Standing Committees shall be *ex officio* members of the Executive Committee with full voting privileges. The Executive Committee shall be convened at regular intervals by the Chair for the purpose of advising the Chair on activities and administration of DASweden. One-third of the members of the Executive Committee may convene a meeting.

4.2 Other committees

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

4.3 Chapter committees

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

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

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

Members of a chapter shall consist of members of DASweden, who are located in geographical proximity to a chapter. Such members shall agree to be part of a DASweden Chapter. An individual can be a member of only one chapter.

Each chapter may organize itself according to its needs and the size of its membership, under the direction of a chapter steering committee. A chapter steering committee shall have at least two members who between them manage the functions of chairperson and secretary. The chairperson is an *ex officio* member of the DASweden Executive Committee. [Participation in Committee meetings shall be possible by telephone in order to ensure participation by members living in different regions.]

4.4 Committee chairs and membership

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

4.5 Committee meetings

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

5. TERMS OF OFFICE

5.1 Length of term

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

5.2 Automatic expiration

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

5.3 Removal from office

Any Officer or *ex officio* member who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a two-thirds vote of the entire Executive Committee. This shall be done if a quorum is present at a meeting when the question of removal is on an agenda sent out in advance of the meeting. Prior to any vote on removal by the Executive Committee, the Officer or *ex officio* member in question must first be given notice and an opportunity to explain the reasons for his or her absence.

6. NOMINATIONS

6.1 Nominations Committee

At least two months prior to the annual meeting, a “Nominations Committee” shall be named by the Chair with the approval of the Executive Committee. The Nominations Committee will proceed to search for candidates for all the DASweden elected offices.

6.2 Voting methods

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

6.3 Timing of nominations

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

6.4 Additional candidates

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

6.5 Nominations from the floor

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

7. ELECTIONS, REMOVALS AND VACANCIES

7.1 Elections

The Officers of the Executive Committee shall be elected by a majority of either (i) the members casting their ballots in person or by proxy at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by mail ballot counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held). In the event an election is determined by mail ballot, ballots received by mail shall be kept unopened and delivered to tellers appointed by the Chair to count the votes.

7.2 Removals

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

7.3 Vacancies

Any vacancy among Officers of the Executive Committee may be filled by special election held at any subsequent meeting of the members of the organization. Until such vacancy is filled, the Chair may appoint at his or her discretion a member to fill the vacancy on a temporary basis. Any Officer elected at a special election shall serve only until the next regular election.

8. NOTICE AND AGENDA

8.1 Notice

Notice of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be mailed to members at least 30 days before the meeting. Notice of other meetings of members and of the Executive Committee shall be given by such method as the Chair shall reasonably prescribe.

8.2 Agenda

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

9. MEETINGS

9.1 Annual Meeting

An annual meeting of members shall be held no later than May 31 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, (ii) in odd-numbered years, the election of the Officers and Members-at-Large of the Executive Committee, and (iii) other business as the Chair shall deem appropriate.

9.2 Other meetings

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

9.3 Meeting rules

All meetings of the membership, the Executive Committee, the Standing Committees and Ad Hoc committees shall be open to members and conducted in accordance with these Bylaws. All meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

9.4 Meeting formats

Meetings of DASweden may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may approve. Reasonable costs for telecom charges shall be borne by DASweden.

9.5 Notice of meetings

Notice of (i) annual meetings, (ii) meetings at which elections and removals from office will be held and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. 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 Chair shall from time to time reasonably prescribe.

9.6 Quorums

A quorum shall be determined as follows:

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

9.7 Voting by proxy

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

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

10. CONFLICTS & AMENDMENTS

10.1 Conflicts

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

10.2 Amending bylaws

These Bylaws may be amended by a two-thirds majority at a general meeting of the membership. Voting by letter, telex, fax, telephone, videoconference or electronic means to amend these Bylaws shall not be permitted unless there has been discussion of the amendment at the immediately preceding meeting. The text of any proposed amendment shall be circulated with the notice of any meeting where said amendment shall be discussed or voted.