

DEMOCRATS ABROAD AUSTRALIA

BY LAWS

First adopted on 8 April 2004

Adopted as amended on 31 March 2008, on 20 June 2009, on 18 March 2017, on 6 April 2019, on 18 June 2022 and on 1 April 2023

Article 1

Name

- 1.1 The name of this organization is Democrats Abroad Australia ("DA Australia").
- 1.2 DA Australia is registered as an incorporated association with the New South Wales Office of Fair Trading and is known as **Democrats Abroad Australia (DAA) Incorporated Association INC9889615**. Further, DA Australia is registered as an Australian Registered Body with the Australian Securities and Investments Commission and is known as **Democrats Abroad Australia (DAA) Incorporated ARBN 132 673 664**.

Article 2

Purpose and Relationship to Democrats Abroad and the Democratic Party Committee Abroad

- 2.1 Democrats Abroad is recognized by the Democratic Party of the United States as the official organization representing American Democrats who reside outside the United States of America. DA Australia is, in turn, recognized by the governing body of Democrats Abroad, the Democratic Party Committee Abroad ("DPCA"), as the official organization representing American Democrats who reside in Australia.
- 2.2. The purposes of DA Australia shall be to advance the goals and interests of the Democratic Party of the United States and of DPCA and to provide its members with a vehicle for the conduct of its activities.

Article 3

Members

- 3.1 Members must be citizens of the United States, of voting age, which for the purposes of these By Laws shall mean having attained the age of 18 by the first Tuesday following the first Monday of the first November to follow the date of the member

joining, who subscribe to the principles of the Democratic Party of the United States and of DPCA and are resident in Australia.

3.2 To the greatest extent possible, all the various constituencies of the Democratic Party and of the United States Democratic community in Australia shall be represented within DA Australia.

3.3 The current list of members as maintained by the Secretary, or a duly selected appointee pursuant to Article 8, shall be delivered to the appropriate officers of the DPCA by such deadline as the DPCA may set each year in such form and format as the DPCA shall from time to time require.

3.4 By becoming a member of DA Australia each 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 DA Australia to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in DA Australia automatically results in membership in Democrats Abroad.

3.5 No fees or dues or voting record shall be required as a condition of membership.

Article 4

Cessation of Membership

4.1 Any member shall cease to be a member if he/she no longer meets the qualifications of a member.

4.2 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 DPCA 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 been given reasonable notice of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.

4.3 Any such former member may be reinstated on the same conditions as a new member.

Article 5

Country Committee Officers and DPCA Voting Representatives

5.1 The Officers of DA Australia shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Country Committee. The Vice-Chairperson shall not be of the same gender from the Chairperson. For the purpose of this section and Section 5.2(d)(iv), the term "gender" is defined as male, female, intersex or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America.

- 5.2 No more than three of the five national officers will be from the same chapter. Any Officer must be a member of DA Australia at the time of his or her election and throughout his or her tenure.

Article 6

Chairperson

The Chairperson shall be the chief executive officer of DA Australia, shall call and preside at all meetings of members and of the Executive Committee, and shall have responsibility for all activities approved by DA Australia. The Chairperson shall sit ex-officio on all committees of DA Australia including Standing Committees, with full voting privileges. The Chairperson shall be a member of the DPCA and attend meetings of the DPCA.

Article 7

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.
- 7.2 The Vice Chairperson shall become Country Chairperson in case of a vacancy in the office of Country Chairperson until the next Annual General Meeting at which Officer Elections are held.
- 7.3 The Vice Chairperson shall be a member of the DPCA and attend meetings of the DPCA.

Article 8

Secretary

- 8.1 The Secretary shall maintain the member database, minutes of all meetings and all files and administrative records of DA Australia.
- 8.2 The Chairperson **may appoint** a member Database Manager to fulfil the obligations imposed by the DPCA for the maintenance of the current list of members pursuant to Article 3.
- 8.3 The Secretary shall maintain an active correspondence with the Local Chapter Secretaries, or Local Chapter Chairperson if no Local Chapter Secretary exists, in execution of Articles 8.1 and 8.2 and pursuant to Article 3.
- 8.4 At meetings requiring a quorum pursuant to Articles 12.9 and 20.6 the Secretary shall confirm a quorum of members is in attendance in person or by proxy per the current member database. In the Secretary's absence the Chairperson shall appoint a member to serve in the capacity of the Secretary.

Article 9

Treasurer

- 9.1 The Treasurer shall manage the finances of DA Australia, maintain its financial reports to members and prepare such financial reports and submissions, 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). shall beand separately identified financial
- 9.2 The Treasurer shall prepare and present to the Annual General Meeting of DA Australia a Statement of Income and Expenses based on a fiscal year ending 31 March, a Balance Sheet as of 31 March and the most recent balance of all DA Australia bank and other financial account holdings.
- 9.3 The Treasurer shall maintain a full understanding of the laws and regulations of Australia and ensure that financial reports, returns and other submissions required of DA Australia under the laws and regulations/regulatory bodies of Australia are tendered in full and on time.
- 9.35. The Treasurer shall provide to the Public Officer the reports needed to comply with the requirements stipulated in Articles 9A.2 and 9A.3.
- 9.4 In association with the Counsel, the Treasurer shall maintain a robust understanding of the regulations of the Federal Election Commission and, to the best of his/her ability, ensure DA Australia and Local Chapters are operating in compliance with them.
- 9.5 The Treasurer shall have signature power over all bank or other financial accounts held in the name of DA Australia. At all DA Australia meetings – of which a quorum has been established – the Treasurer shall provide members with current bank and financial account statement balances, which shall be included in the post-meeting minutes and made available to members.
- 9.6 The Treasurer shall maintain an active correspondence with the Local Chapter Treasurers, or Local Chapter Chairperson if no Local Chapter Treasurer exists, in execution of Article 9 and pursuant to Article 12.

Article 9A

Public Officer

- 9A.1 The Public Officer shall be appointed by the Chairperson, following consultation with the Executive Committee.
- 9A.2 To ensure compliance with our obligations as a NSW incorporated association, the Public Officer will file an annual return with the NSW Office of Fair Trading based on information presented by the Treasurer at the AGM.
- 9A.3 The Public Officer will submit with the annual return the NSW OFT annual return lodgement fee relating to incorporated associations.

Article 10

Counsel

- 10.1 The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to DA Australia and its activities.
- 10.2 In association with the Treasurer, the Counsel shall maintain a robust understanding of the regulations of the Federal Election Commission and ensure, to the best of his/her ability, ensure DA Australia and Local Chapters are operating in compliance with them, liaising with the International Counsel of Democrats Abroad as necessary.
- 10.3 In association with the Chairperson and Vice Chairperson, the Counsel shall maintain an active correspondence with the Local Chapter Chairs in execution of 10.1 and 10.2.
- 10.4 The Counsel shall act as parliamentarian at all meetings of DA Australia, unless absent or excused there from.

A qualified replacement may be appointed to act as parliamentarian at DA Australia meetings, with the approval of a simple majority of the Executive Committee. The replacement shall have sufficient knowledge of the DA By Laws, rules for meetings and the most recent edition of Roberts' Rules of Order. The appointee's parliamentary responsibilities shall expire at the end of the meeting.

Article 11

Democratic Party Committee Abroad (DPCA) Voting Representatives

- 11.1 Description: The members of DA Australia are represented in the DPCA by the Chairperson and Vice-Chairperson of DA Australia and such Voting Representatives as may be authorized by the DPCA Charter. DPCA votes are allocated to DA Australia from time to time in accordance with the terms of the DPCA Charter, and such votes may be cast by the Voting Representatives (or by valid alternatives or proxies). DPCA vote reallocations take place in accordance with the rules of the DPCA and may occur more than once during the term of office of a Voting Representative.
- 11.2 Duties: Voting Representatives may be any member of DA Australia. The National Chairperson and National Vice-Chairperson are automatically Voting Representatives by nature of their office. Voting Representatives shall endeavour to remain continually informed of issues arising at the DPCA, and of the desires of the members of DA Australia in respect of those issues. Pursuant to Article 12, Voting Representatives (if not Executive Committee members by virtue of election to the office of Secretary, Treasurer, Legal Counsel or Local Chapter Chair) are DA Australia Executive Committee members and so are expected to attend meetings of the DA Australia Executive Committee.
- 11.3 Allocation & Elections: Each Voting Representative shall hold only one (1) vote at the DPCA Meetings, unless authorised by proxy to cast another Voting Representative's vote. The Chairperson and Vice-Chairperson shall each hold one (1) DPCA vote. The remainder of the Voting Representatives shall be allocated votes based on the number of total votes allocated to Australia by the DPCA, less 2 for the Chairperson and Vice-Chairperson (for example if X is the number of votes allocated, Y shall be

the number of Voting Representative positions available during election years at the Annual General Meeting: $X-2=Y$). Two (2) alternate Voting Representative positions may also be elected by choosing the candidates after the elected Voting Representatives who had the next most votes. The alternates may be called upon if any of the Voting Representatives resigns or otherwise becomes unavailable to act as a Voting Representative. Any further vacancies in the positions of Voting Representatives or alternates shall be handled in compliance with the DA Australia By-Laws and the DPCA Charter.

- 11.4 Gender Balance: Gender balance rules of the Democratic Party apply to the DPCA Voting Representatives and any alternates, unless compliance will result in lost votes for DA Australia due to lack of gender balance in candidates. For the purposes of this section the term “gender” is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any state or federal jurisdiction within the United States of America, as declared by each candidate in advance of the election.
- 11.5 Proxies: Any Voting Representative unavailable to attend a DPCA meeting electronically or in person may appoint a proxy in accordance with the DPCA rules.

Article 12

Executive Committee

- 12.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Counsel to the Committee and any Voting Representative(s) elected from among the eligible members of DA Australia, the immediate past DA Australia Chairperson and the Local Chapter Chairpersons elected pursuant to Article 13.
- 12.2 The Executive Committee shall meet at regular intervals, and at least quarterly, upon call by the Chairperson. All members of the Executive Committee shall be notified reasonably in advance of each meeting of the Executive Committee. A meeting of the Executive Committee can also be called by one-third of the Executive Committee.
- 12.3 The Executive Committee shall consult with and advise the Chairperson in the administration of DA Australia.
- 12.4 The Executive Committee shall adopt guidelines for the governance of Local Chapters, known as “Guidelines for Democrats Abroad Australia Local Chapters” (“the Guidelines”). The Guidelines shall be reviewed and updated from time to time as deemed necessary by the Executive Committee.
- 12.5 The Executive Committee has the right to review and approve, by a simple majority vote of the Executive Committee members present and voting, the activities of the officers and Voting Representatives of DA Australia as well as of the various Local Chapters, to approve the appointment of specifically tasked Committee Chairs, to form subcommittees and to review their activities, to authorize budgets and to approve expenditures in accordance with the **Guidelines**.
- 12.6 No elected member of the Executive Committee shall hold more than one Executive Committee vote unless formally given a proxy. Executive Committee members may hold a maximum of three proxies.

Article 13

Local Chapters

- 13.1 The Executive Committee may create Local Chapters of DA Australia for the purpose of organizing members to undertake activities at the local level. Local Chapters may be formed to cover a State, City or Region at the Chairperson's discretion. No DA Australia Local Chapter may become a legally registered body in any Australian state.
- 13.2 Local Chapters shall be recognized only for the internal purposes of DA Australia and are an integral and integrated part of DA Australia. They shall be subject to and operate solely in accordance with these By Laws, the **Guidelines** and any Standing Resolutions the Executive Committee shall from time to time adopt, as well as the By Laws of the DPCA and those of the Democratic Party, which will be subject to final interpretation by the DA Australia Chairperson. No DA Australia Local Chapter shall have By Laws of its own. No DA Australia Local Chapter shall operate a Bank Account other than those set up in the name of DA Australia for the prescribed use of the Local Chapter. All funds raised by a Local Chapter, after payment of expenses related to the event at which such funds were raised, shall be held by DA Australia on behalf of the Local Chapter.
- 13.3 Local Chapters must have a minimum of 25 members as defined in Sec 13.4, or otherwise as the Executive Committee decides by a simple majority vote of those Executive Committee members present and voting. Groups proposing to become Local Chapter shall convene at least four (4) meetings with attendance of at least ten (10) persons over a period of no more than twelve (12) months.
- 13.4 Membership in a Local Chapter is open to any member who is resident in the Local Chapter's relevant State, City or Region, and to any member of DA Australia who requests and is approved by the Country Chairperson to be included in the chosen Local Chapter.
- 13.5 Each Local Chapter shall be headed by a Chapter Chairperson, elected by majority vote from amongst members attending in person or by proxy, at an Annual Local Chapter Meeting to be held in odd numbered years following the Annual General Meeting of DA Australia and no later than 31 August. Local Chapter meetings for other purposes may be held at any time. Local Chapters may also elect Chapter coordinators such as Local Chapter Vice Chairperson, Local Chapter Secretary and Local Chapter Treasurer at the time the Local Chapter Chairperson is elected. The Local Chapter Chairperson is the only DA Australia Executive Committee member and the sole Local Chapter representative to it.
- 13.6 The Local Chapter Officers shall be subject to the supervision of the Local Chapter Chairperson, the DA Australia Chairperson and other DA Australia national officers as specified in these By Laws, and shall at all times abide by these By Laws, the **Guidelines**, the By Laws of the DPCA and those of the Democratic Party and all applicable US Federal laws governing campaign finance.
- 13.7 Established Local Chapters shall every year at a minimum convene one Annual Local Chapter Meeting during which the Local Chapter Chairperson and coordinators shall report out to the membership on the activities and status of the Local Chapter, plus at least three other meetings of members.
- 13.8 DA Australia Local Chapters may be dissolved by a two-thirds vote of the Executive Committee. However, the Chairperson must provide sufficient notice to the full DA Australia membership stating the reason(s) for intending to dissolve the local chapter

to allow for responses from any DA Australia member to be considered before calling for a vote by the Executive Committee.

13.9 A quorum for Local Chapter meetings shall be determined as follows:

(i) For meetings of the membership, the lesser of 25% of members or 10 members, including members present and members present by proxy, having lodged notice in advance of the meeting for application of votes occurring at the meeting.

(ii) For meetings of the membership where Local Chapter officer elections are to occur, the lesser of one-third of members or 15 members, including members present and members present by proxy, having lodged proxies in advance of the meeting for application of votes occurring at the meeting.

Article 14

Committees

14.1 The Country Committee may have the following Standing Committees: Membership/Member Database; Voter Registration; Issues; Programs/Special Events; Fund-Raising; Website; Newsletter (eNewsletter)/Member Communications; and Media/PR.

14.2 The Chairperson may create, following consultation with the Executive Committee, one or more ad hoc committees, with such functions and responsibilities as the Chairperson shall designate.

14.3 The Chairperson shall appoint and 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.

Article 15

Other Officers

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 16

Terms

16.1 The Officers and Voting Representatives shall be elected on odd-numbered years at the annual general meeting of DA Australia in accordance with Article 16. DA

Australia Officers and Voting Representatives shall be elected for a term expiring upon the election of their successor and no later than 30 June (or whichever date is established in the Democrats Abroad Charter) of the next odd-numbered year that follows the year they are elected. No Officer can serve more than two consecutive terms in the same office.

- 16.2 The terms of all incumbent assistant Officers and Voting Representatives and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.
- 16.3 Any Officer or Voting Representative who misses three consecutive, regularly-scheduled meetings of the Executive Committee may be removed from office by a two-thirds vote of the Executive Committee, at a 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 17

Nominations and Voting

- 17.1 At least two (2) months prior to each Annual General Meeting at which DA Australia officers and Voting Representatives are to be elected the Country Chairperson, with the approval of the Executive Committee, shall establish a Nominations Committee consisting of at least three (3) members of DA Australia, one of who will act as Nominations Committee Chairperson. The members of the Nominations Committee shall not run for a DA Australia officer position themselves. In February or as soon as practicable in each odd-numbered year, the Chairperson, with the approval of the ExCom, will name a Teller of Elections to oversee the election to be held at the Annual General Meeting. The Teller of Elections shall be a member of DA Australia and should not be a candidate for any DA Australia office.
- 17.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide, at its discretion, the rules of the elections including whether voting shall be conducted (i) by mail/email ballot or ballots delivered by other electronic means (to be counted at the annual general meeting), or (ii) by vote, in person or by proxy, held at the annual general meeting, with proxy ballots being lodged in advance by mail/email ballots or ballots delivered by other electronic means, at the discretion of the Executive Committee.
- 17.3 The Nominations Committee shall no less than four (4) weeks and no more than eight (8) weeks prior to such Annual General Meeting seek out members interested in serving as officers or Voting Representatives of DA Australia and submit to the Executive Committee for its approval a list of nominees for all Officer and Voting Representatives Positions. Such list shall be submitted to the members of DA Australia at least three (3) weeks prior to the Annual General Meeting.
- 17.4 If the elections are to be conducted by mail/email or other electronic means, any member of DA Australia wishing to run for office as an Officer or Voting Representatives and not nominated by the Nominations Committee shall declare his/her candidacy at least 14 days before the annual general meeting by a letter addressed to the Chairperson of the Nominations Committee. The Nominations Committee shall send electronic ballots, and in appropriate circumstances as determined by the Executive Committee, paper ballots, to the membership of DA Australia no earlier than 13 days before the annual general meeting and no later than

10 days before such meeting. To avoid doubt, any person participating by electronic means who is capable of being included in the numbers for the purposes of quorum is considered to be voting in person.

- 17.5 If the elections are to be held by mail/email ballot or ballots delivered by other electronic means, 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) at the annual general meeting, nominations for all positions to be filled may be made from the floor of the annual general meeting.
- 17.6 Any member entitled to vote may vote in advance by sending his or her ballot to the Teller of Elections prior to the meeting. All ballots not cast in person must be returned to and received by the Teller of Elections at least 24 hours prior to the Annual General Meeting or such other meeting to which the vote pertains.
- 17.7 The Teller of Elections shall, with the assistance of the DA Australia Secretary or Member Database Manager, certify the validity of the DA Australia membership of those casting ballots. Certification by the Teller of Elections of the ballots and election results shall occur within 24 hours after the election, with results announced to members as soon as possible thereafter.
- 17.8 In keeping with the rules of the Democratic Party, all ballot materials must be signed by the voter for the vote to be counted. In the case of a ballot submitted by email, the voter must include his or her name on the ballot which will constitute his or her signature, and it must be sent from the voter's email address in the records of DA Australia.
- 17.9 Any member voting by proxy or by mailed, emailed or faxed ballot shall be considered present at the meeting for the purpose of determining the necessary quorum as defined in Article 21.6 and majority as defined in Article 18.1.

Article 18

Elections and Removal from Office

- 18.1 The Officers and Voting Representative(s) shall be elected by a majority of votes of (i) the members voting (in person or by proxy) at the annual general meeting (or in the case of a vacancy, at the general meeting at which the election is held) or (ii) by mail/email ballot or ballot delivered by other electronic means, counted at the annual general meeting (or in the case of a vacancy, at the general meeting at which the election is held). In the event of an election to be held by mail/email ballot or ballots delivered by other electronic means, ballots received by mail, email or other electronic means shall be collected by tellers appointed in advance of the meeting to count the votes.
- 18.2 Any Officer or Voting Representative may be removed from office by a vote of two-thirds of (i) those present and those having lodged proxy ballots at a duly convened meeting of the membership, or (ii) those voting in a duly organized vote by mail/email or other electronic means on the question.

Article 19

Vacancies

19.1 Any vacancy among the Officers or Voting Representatives, other than Country Chairperson as per Article 7.2, shall be filled by the Chairperson by appointment of a member by the Country Chairperson, subject to simple majority vote of the Executive Committee members present and voting, until the next Annual General Meeting at which Officer and Voting Representatives Elections are held. The Chairperson shall use best endeavours to fill the position as soon as possible and, in any event, within 45 days.

Any vacancy among the Officers of a Local Chapter may be filled by the Local Chapter Chairperson by appointment of a member, subject to a simple majority vote of a group comprised of the Chapter coordinators. The Local Chapter Chairperson shall use best endeavours to fill the position as soon as possible and, in any event, within 45 days.

19.2 In the event that both the positions of Country chairperson and Vice-Chairperson become vacant at the same time or if the Vice Chairperson declines to take the role of chairperson in the event of a Chairperson vacancy, the remaining members of the Executive Committee shall meet as soon as possible to decide:

- i. Who the Acting Country Chairperson (and, if appropriate, Acting Vice-Chairperson) shall be; and
- ii. The process by which the positions of Chairperson and Vice-Chairperson shall be filled until the next Annual General Meeting at which Officer and Voting Representative Elections are held.

Article 19A

Proxies

19A.1 For the purposes of Chapter- or Country-level business, a member may appoint a proxy for any vote or attendance by:

- i. Obtaining prior written agreement from the proxy holder to serve; and
- ii. Notifying in writing the Secretary at the National level (for national meetings or votes) or Local Chapter level (for chapter meetings and votes) at least 24 hours before the meeting or vote during which the proxy is to act.

19A.2 A proxy may be general or limited, and may be instructed or uninstructed. If a proxy is limited or instructed, the proxy-holder must vote the proxy as enjoined, and must not vote the proxy on any additional matters that may arise.

19A.3 Proxy forms may be distributed to members with the meeting Notice, shall include simple instructions for executing and submitting the form, and shall provide the contact details for a proxy form administrator to whom questions should be addressed.

19A.4 Members may hold a limit of three proxies.

Article 20

Notice

- 20.1 Notice of annual general meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be emailed, and in appropriate circumstances as determined by the Executive Committee 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 Chairperson shall from time to time reasonably prescribe.
- 20.2 Members without an email address may request that a copy of such email be sent to them by post or fax.
- 20.3 Any notice of a meeting shall include the meeting's date, time and place, directions for attending the meeting electronically if applicable, a proposed meeting purpose or Agenda, advice on how to RSVP if applicable and how to proxy one's attendance.

Article 21

Meetings

- 21.1 An annual general meeting of members shall be held no later than 30 June (or whichever date is established in the Democrats Abroad Charter) of each year and shall act upon the following:
- i. approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year,
 - ii. in election years (odd-numbered years), the election of the DA Australia national officers identified in Articles 6, 7, 8, 9 and 10 and the DA Australia elected Voting Representatives required in accordance with Article 11, and
 - iii. such other business as the Chairperson shall deem appropriate.

Members will be invited in advance, via the Notice of Meeting, to contribute agenda items.

Annual general meetings during which elections for national office holders take place shall not be located in the same Australian state or territory for two consecutive occurrences unless the Executive Committee, by a simple majority vote of the Executive Committee members present and voting, passes a resolution to allow a repeat location. The Chairperson must inform the membership of the Executive Committee's decision within two weeks of its passage.

- 21.2 Other meetings of the membership may be held from time to time upon call by the Chairperson, a simple majority vote the Executive Committee present and voting or 10% of the membership who request the holding of a meeting.
- 21.3 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 By Laws (including the provisions of notice).
- 21.4 Meetings of DA Australia may be held in person, by telephone, Video conference, or other such electronic means as the Executive Committee may agree.

21.5 The Executive Committee shall establish, by a simple majority vote of those members present and voting, whether voting shall be conducted (i) by mail/email ballot or other electronic means (to be counted at the meeting), or (ii) by vote (in person or by proxy) held at the meeting. In the event of votes to be held by mail/email ballot or other electronic means, ballots received by mail, email or other electronic means shall be collected by tellers appointed in advance of the meeting to count the votes.

21.6 A quorum shall be determined as follows.

- i. for meetings of the membership, the lesser of 25% of members or 20 members, including members present; and members present by proxy, having lodged mail/email proxy ballots or delivered proxy ballots by other electronic means, in advance of the meeting for application to votes occurring at the meeting;
- ii. for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.

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

Article 22

Rules Applicable to the Committee

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 DPCA and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as DPCA and/or the Democratic Party of the United States shall adopt from time to time.

In the event of a conflict between (i) and (ii), the provisions of (ii) shall prevail.

Article 23

Amendments

These By Laws may be amended by the membership of DA Australia by a two-thirds majority vote of those present and voting at an Annual General Meeting or Extraordinary General Meeting. Notice of intent to amend these By Laws and a copy of any proposed amendment must be given to members at least three (3) weeks before such meeting.

Article 24

Adoption of these By Laws and Transitional Rules

These By Laws shall be effective immediately upon adoption by the general membership of DA Australia in accordance with the then-effective By Laws of DA Australia at a duly constituted Annual General Meeting or Extraordinary General Meeting and shall replace any previously effective By Laws of DA Australia.