

DEMOCRATS ABROAD PHILIPPINES
BY-LAWS

Adopted by the Membership on February 7, 2007
Amended by the Membership on 22 March, 2010
Amended by the Membership on January 18, 2020

Article I

Name

1. These by-laws have been enacted by an organization having as its name:

Democrats Abroad Philippines (DAPH)

Article II

Purpose and Relationship to Democrats Abroad

- 2.1 The organization is a Country Committee within Democrats Abroad, which is administered by the Democratic Party Committee Abroad (DPCA).
- 2.2 The purposes of the organization are to advance the interests of the Democratic Party of the United States and of Democrats Abroad and to provide for appropriate action by its supporters residing in Philippines.

Article III

Members

- 3.1 Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in the Philippines. A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be excluded from membership by a two-thirds vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has 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.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in the Philippines shall be represented within the organization.
- 3.3 The current list of members as maintained by the Secretary pursuant to Article VIII shall be delivered to the appropriate officers of the DPCA no later than January 30 of each year in such form and format as the DPCA shall from time to time require.
- 3.4 By becoming a member of Democrats Abroad Philippines each member of the organization consents to the delivery of his/her name, mail and e-mail addresses, telephone and fax numbers (as applicable) and U.S. voting district/state and other information contained on

the membership list of the organization to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in Democrats Abroad Philippines automatically results in membership in Democrats Abroad.

- 3.5 Membership records shall be kept confidential, and they shall not be available to any person other than members of the Democrats Abroad Philippines Executive Committee, DPCA, or Democrats Abroad Philippines members with designated responsibility in connection with elections or database management. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. 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 Philippines. No candidate for any office may use or access the membership database directly for the purposes of campaigning for office or soliciting votes or proxies.

Article IV

Cessation of Membership

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

Article V

Officers

5. The Officers of the organization shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer. If possible, the officers shall be gender-balanced. However, the Chairperson and Vice-Chairperson must not be the same sex. For the purposes of this section, the term “sex” 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.

Article VI

Chairperson

6. The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex-officio on all committees of the organization, if committees are formed, with full voting privileges. The Chairperson will be responsible for coordinating with appropriate international and regional elements of Democrats Abroad, or may designate a member of the Executive Committee to assume that role.

Article VII

Vice-Chairperson

7. 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.

Article VIII

Secretary

8. The Secretary shall maintain a current list of members of the organization (containing the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/state and such other information as the DPCA may from time to time require), minutes of all meetings, and all files and administrative records of the organization. All such records shall be open for inspection by members, provided they have signed a confidentiality agreement or serve in an official capacity whereby they have a need to know. (see 3.5, above)

Article IX

Treasurer

9. The Treasurer shall manage the finances of the organization, maintain its financial reports 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) or required by Democrats Abroad. All such records shall be open for inspection by members

Article X

DPCA Voting Representative(s)

10. The DPCA Voting Representative(s) shall be nominated and elected at each Annual General Meeting with Regular Elections. The number of DPCA Voting Representative(s) are allocated to Democrats Abroad Philippines by the International Secretary as stipulated in the DPCA Charter and are elected to represent Democrats Abroad Philippines at international meetings and other official DPCA functions. Democrats Abroad Philippines shall elect at least the minimum number of Voting Representative(s) necessary to enable it to cast all its votes. Democrats Abroad Philippines DPCA Voting Representative(s) shall be elected in a manner in which gender balance is achieved. Democrats Abroad Philippines DPCA Voting Representative(s) may be elected to other positions within Democrats Abroad Philippines except Chairperson or Vice-Chairperson. A DPCA Voting Representative has no voting status on the Democrats Abroad Philippines Executive Committee unless the DPCA Voting Representative also holds a position detailed in Article XI (Executive Committee).

Article XI

Executive Committee

- 11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, and Treasurer elected from among the eligible members of the organization.
- 11.2 The Executive Committee shall meet at regular intervals upon call by the Chairperson, for the purpose of consulting with and/or advising the Chairperson in the administration of the organization. A meeting of the Executive Committee may be also be called by one-half of the Executive Committee.

Article XII

DPCA Voting Delegation

- 12. DAPH's DPCA Voting Delegation consists of those persons who have been elected to represent DAPH within the DPCA, and who hold the right to vote in the DPCA. These persons are the Chairperson, Vice-Chairperson, and DPCA Voting Representative(s). The DAPH Voting Delegation shall be gender balanced as defined in Article V. No person voting for DAPH shall carry more than one (1) vote, excluding any proxy votes allowed by the DPCA charter.

Article XIII

Committees

- 13.1 The Chairperson may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate. These committees may include Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising and Newsletter/ Communications.
- 13.2 The Chairperson shall appoint and remove the chairpersons of the ad hoc committees subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee or general meeting following such appointments or revocation. The membership of each ad hoc committee shall be selected by the committee chairperson after consultation with the Chairperson.
- 13.3 Meetings of all committees shall be open to all members of the organization.

Article XIV

Other Officers

- 14.1 The Chairperson may appoint and remove 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 Executive Committee or general meeting.

- 14.2 Previously elected Chairpersons and Vice-Chairpersons shall serve as honorary officers and may be included as ex officio members of the Executive Committee upon such appointment by the Chairperson, subject to ratification by the members of the Executive Committee.

Article XV

Terms

- 15.1 The Executive Committee Officers shall be elected every two years at the Annual General Meeting of the organization (which shall be held no later than June 30). They shall be elected for a term expiring upon the election of their successor.
- 15.2 The terms of all ad hoc committee chairpersons shall automatically expire upon the election of new officers in accordance with the foregoing paragraph.
- 15.3 Any officer who misses four consecutive regularly called Executive Committee or general meetings may be removed from office by a three-fourths vote of the entire Executive Committee at a regularly called and quorate meeting at which the question of such removal is on the agenda sent out in advance and at which the officer is given due opportunity to explain the reasons for her or his absence.

Article XVI

Elections and Removal from Office

- 16.1 The officers of the Executive Committee shall be elected by a majority of votes of the members voting at the Annual General Meeting (or in the case of a vacancy, at the general meeting at which the election is held). In accordance with Democratic Party and DPCA policy, there is no secret ballot voting in DAPH elections.
- 16.2 Any officer of the Executive Committee may be removed from office by a vote of two-thirds of those present at a duly convened meeting of the membership.
- 16.3 Nominations and Elections Committee: At least two months prior to the Annual General Meeting of an election year, a Nominations and Elections Committee (hereinafter “NEC”) shall be named by the Chairperson with the approval of the Executive Committee. The members of the NEC shall elect a chair from among its appointed members. All NEC members shall be subject to the obligations of confidentiality (pursuant to Article 3.5). This committee shall be empowered to receive nominations of members for elected officer positions from the membership and to make nominations, with assent of the nominated member, for any open position. The nominations committee shall not exclude any eligible member as a candidate. Nominations may be taken from the floor of the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held).

- 16.4 Nominations Invitation: The NEC shall notify its nominations to the membership no less than 30 days prior to the Annual General Meeting (or in the case of a vacancy, at the general meeting at which the election is held).
- 16.5 Candidate Presentations: The NEC shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections. The NEC shall ensure adequate distribution of all such information to the membership, including posting on the DAPH website.

Article XVII

Vacancies

17. Any vacancy among the officers of the Executive Committee may be filled by special election held at any subsequent meeting of the members of the organization in accordance with Article XVI hereof. Until such vacancy is filled, the Chairperson 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. If the position of Chairperson becomes vacant for whatever reason, the Vice-Chairperson shall succeed to the office of Chairperson and the office of Vice-Chairperson shall be managed per this Article. Any Vice-Chairperson succeeding to the office of Chairperson shall serve only until the election of her or his successor at the next regular election.

Article XVIII

Notice

- 18.1 Notices of Annual General Meetings, meetings at which elections will be held and meetings to amend these by-laws shall be distributed at least 30 days before the meeting, by such method as the Chairperson shall reasonably prescribe. Notice of other meetings of members and of the Executive Committee shall be given by such method as the Chairperson shall reasonably prescribe.
- 18.2 These by-laws may be amended by the affirmative vote of two-thirds of the members of the DAPH, present or represented at a regularly constituted meeting of the DAPH. Written text of any proposed amendments shall be distributed in advance of the general meeting where such amendments will be discussed or voted upon.

Article XIX

Meetings

- 19.1 An Annual General Meeting of members shall be held no later than June 30 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, the

election of the officers of the Executive Committee, and (iii) such other business as the Chairperson shall deem appropriate.

- 19.2 Other meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) one-half of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.
- 19.3 All meetings of the membership, the Executive Committee, and ad hoc committees (if any) shall be open to the membership and conducted in accordance with these by-laws (including the provisions on notice).
- 19.4 Meetings of Democrats Abroad Philippines may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time unanimously approve.
- 19.5 For the purposes hereof, a quorum shall be determined as follows.
 - (i) for meetings of the membership, at least 8 members.
 - (ii) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee.
- 19.6 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

Article XX

Rules Applicable to DAPH

20. The functioning of DAPH shall be governed by (i) these by-laws and such rules as the Executive Committee may from time to time adopt and (ii) the by-laws of Democrats Abroad and the charter and by-laws of the Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall adopt from time to time. In the event of a conflict between (A) these by-laws and the rules referred to in sub-clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub-clause (ii) of the previous sentence, the documents, rules and regulations of such sub-clause (ii) shall prevail.