

Democrats Abroad Japan
Bylaws, as amended February 2011

Article I: NAME

This organization shall be known as Democrats Abroad Japan (herein referred to as DAJ).

Article II: PURPOSE AND RELATION TO DEMOCRATS ABROAD

Section 1: The Democratic Party Committee Abroad (the DPCA or simply Democrats Abroad) is recognized by the Democratic Party of the United States (the "Democratic Party") as the official organization representing American Democrats who reside outside the United States of America. DAJ is in turn recognized by Democrats Abroad as a Country Committee within Democrats Abroad representing American Democrats who reside in all parts of Japan.

Section 2: The purposes of the organization shall be to advance the interests and ideals of the Democratic Party and of Democrats Abroad, as stated in the Charter of the Democratic Party (Article 9, Section 17) and the Bylaws of Democrats Abroad, and to provide for appropriate action by its supporters residing in Japan.

Article III: MEMBERSHIP

Section 1: Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party and of Democrats Abroad and are resident in Japan. Qualifying US citizens who join DAJ are automatically members of Democrats Abroad and vice versa.

Section 2: To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in Japan shall be represented within the organization.

Section 3: DAJ shall not discriminate against any individual(s) for any reason including but not limited to: sex, race, religion, ancestry, national origin, age, economic status, ethnic identity, disability, military status, SOFA status, veteran status, ex-pat status, or sexual orientation.

Section 4: No fees, dues, or past voting record shall be required as a condition for membership.

Article IV: CESSATION OF MEMBERSHIP

Section 1: Any member shall cease to be a member if he/she no longer meets the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

Section 2: A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party and of Democrats Abroad may be excluded from membership by a two-thirds (2/3) vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has had reasonable notice (no less than thirty (30) days) of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.

Article V: NATIONAL OFFICERS

Section 1: The elected National Officers of DAJ shall be: Chair, Vice-Chair, Secretary, and Treasurer. The Vice-Chair shall be of the opposite sex of the Chair.

- a) The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establishing the agenda of such meetings, and shall have responsibility for all activities approved by the organization. The

Chair shall sit ex-officio on all committees and subcommittees of the organization including Standing Committees, with full voting privileges.

The Chair is responsible for ensuring that a minimum of two (2) General Meetings shall be held each year; at least one (1) in the first half of the calendar year and at least one (1) in the second half of the calendar year.

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

c) The Secretary shall maintain a current database of members including a list of members of the organization and containing the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and such other information as the DPCA may from time to time require, minutes of all meetings, and all files and administrative records of the organization. The minute books shall be open for inspection by members. The Secretary shall be responsible for communication with the DAJ membership and shall maintain privacy of the membership in accordance with applicable privacy and data protection laws.

d) The Treasurer shall manage the finances of the organization, prepare and maintain the organization's financial reports to the National Officers and Chair, and to the membership at the General Meetings, prepare 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).

Section 2: Appointed National Officers

a) The Chair may appoint and remove up to three (3) non-voting Assistant Officers or Honorary Officers, having such duties, as he/she shall designate, subject to ratification by the National Officers at the following meeting of the Executive Committee.

b) The Counsel shall be available for consultation by the Executive Committee or its officers on legal and procedural questions relating to DAJ and its activities. The Counsel shall consult with the International Counsel of Democrats Abroad from time to time on emergent matters, including notably questions on voting issues and financial record keeping. The Counsel shall be appointed by the Chair pending confirmation by the other members of the Executive Committee.

Section 3: Diversity

To the greatest extent possible the full spectrum of DAJ membership shall be encouraged to run for elected National Officer positions and diversity will be a factor in the selection of appointed National Officers.

Article VI: EXECUTIVE COMMITTEE

Section 1: The governing body of DAJ shall be the Executive Committee of DAJ, composed of the Chair, Vice-Chair, Secretary, and Treasurer. The Counsel shall serve as a nonvoting member of the Executive Committee, except in the event of a tie vote of the Executive Committee in which case the Counsel shall vote to break the tie vote.

Section 2: The Executive Committee shall meet at regular intervals upon call by the Chair, for the purpose of consulting with and advising the Chair in the administration of the organization. Any two

members of the Executive Committee may call a meeting of the Executive Committee.

Section 3: Reasonable efforts shall be made to hold all Executive Committee meetings on weekends in order to promote maximum opportunity for attendance by people residing anywhere in Japan.

Section 4: Meetings of the Executive Committee shall be open to all members of the organization.

Article VII: THE ADVISORY BOARD

Section 1: The Advisory Board shall serve as a mechanism to formalize input from the membership throughout Japan. The Advisory Board shall meet at regular intervals upon call by the Chair, for the purpose of consulting with and advising the Chair in the administration of the organization. A meeting of the Advisory Board may be called by one-third (1/3) of the Advisory Board.

The Chairs of the Standing Committees, Active Chapters, and Chapters in Formation shall be ex-officio members of the Advisory Board.

Section 2: The DAJ Advisory Board shall be composed of the Executive Committee (Chair, Vice-Chair Secretary, Treasurer, Counsel to the Executive Committee), and up to five (5) Members-at-Large elected by region from among the eligible members of the organization. The five (5) Members-at-Large shall each represent a specific region: Hokkaido, Eastern/Northern Honshu, Western/Southern Honshu, Shikoku and Kyushu/Okinawa.

Section 3: Only members of the Executive Committee and the Chairs of Active Chapters are entitled to vote at Advisory Board Meetings, provided, however, the Counsel shall be entitled to vote in the event of a deadlock amongst the voting Advisory Board members.

Section 4: Reasonable efforts shall be made to hold all Advisory Board meetings on weekends in order to promote maximum opportunity for attendance by people residing anywhere in Japan.

Section 5: As necessary, the Executive Committee may convene during an Advisory Board meeting.

Article VIII: COMMITTEES

Section 1: DAJ shall have the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events, Fundraising, and Newsletter/Communications.

Section 2: The Chair may create one or more ad hoc committees, with such functions and responsibilities, as he/she shall designate.

Section 3: The Chair shall appoint or remove the chairs of the Standing Committees and the ad hoc committees (if any), subject to ratification by 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 chair after consultation with the Chair.

Section 4: The Standing Committee Chairs will not have voting privileges.

Article IX: CHAPTERS

Section 1: The Executive Committee of DAJ may duly recognize Chapter committees from time to time.

To qualify as an Active Chapter, a group must have at least fifteen (15) members all of whom shall be resident in a given city and the contiguous area immediately surrounding it or upon such other criteria as determined in the DAJ Chapter Guidelines.

To qualify as a Chapter in Formation, a group must have at least three (3) members all of whom shall be resident in a given city and the contiguous area immediately surrounding it or upon such other criteria as determined in the DAJ Chapter guidelines.

Section 2: Chapters may be recognized by a two-thirds (2/3) vote of National Officers present and voting. Chapters may be dissolved by a two-thirds (2/3) vote of National Officers present and voting or voluntarily by the Chapter Leadership.

Section 3: From time to time the Executive Committee shall adopt Guidelines for the governance of the Chapters. Such Chapter Guidelines will address issues such as Chapter election process, budget issues, and operational funds of Chapters.

Section 4: Membership in a Chapter is open to any US citizen of voting age who has joined DAJ in accordance with Article 3, Section 1 and is resident in the Chapter city or its region or upon such other criteria as determined by the Executive Committee for the recognition of Chapters. Members of DAJ not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the National Chair.

Section 5: Each Chapter shall be headed by a Chapter Chair elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance with Chapter Guidelines in the last quarter of odd numbered years. The Chapter Chair may appoint a Vice-Chair, Chapter Secretary, and a Chapter Treasurer from the Chapter membership. Chapter Chairs and Vice-Chairs shall be of the opposite sex.

Chapter Elections should be in line with the Nominations and Elections procedures as outlined in Articles XI and XII of these Bylaws.

Section 6: Chapters shall be recognized only for the internal purposes of DAJ and are an integral and integrated part of DAJ. They shall be subject to and operate solely in accordance with these Bylaws and Chapter Guidelines as well as the Bylaws of the Democrats Abroad and its Standing Resolutions.

Section 7: Chapters shall be governed by these Bylaws. Recognized Chapters shall receive funds from the National Executive Committee in accordance with DNC and IRS rules and regulations, and these bylaws and not maintain separate bank accounts. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be presented to the National Treasurer. Chapters have the right to receive funding from the National Executive Committee in accordance with DAJ monetary guidelines.

Section 8: Discretionary funds for Active Chapter daily expenses and operations shall be established by the Executive Committee. The leadership of Chapters in Formation may request funds or other resources as necessary from the Executive Committee.

Section 9: Any Chapter Treasurer/Chair shall be subject to the supervision of the National Treasurer and the Chapter Chair and shall at all times abide by the Chapter Guidelines, these Bylaws, the Bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance.

Article X: TERMS

Section 1: The National Officers, Chapter Chairs and Members-at-Large shall be elected every two (2) years in odd-numbered years and elections shall be held in the last quarter of the year, no later than December 15, by a signed balloted vote. Ballots can be distributed electronically and must be returned by fax or mail in accordance with election dates set out by the Nominations and Election Committee (as defined below). No National or, Chapter Officer, nor any Members-at-Large can serve more than two (2) consecutive terms in the same office.

Section 2: The terms of all incumbent National and Chapter Committee Chairs shall automatically expire upon the first Executive Committee meeting after the election of the National and Chapter Chair, respectively. At that meeting, Chairs of the Standing Committees may be reappointed or changed by the new Chair.

Article XI: NOMINATIONS

Section 1: At least six (6) weeks prior to the Fall General Meeting, in a DAJ election year, a committee of no less than three (3) and no more than five (5) persons to oversee the nomination and election of candidates (the "Nominations and Election Committee") for National Offices shall be named by the Chair with the approval of the Executive Committee.

Section 2: At the meeting approving the appointment of the Nominations and Election Committee, the Executive Committee shall set out the terms and conditions for the nominations, in view of local circumstances and to promote the greatest participation.

The Nominations and Election Committee Chair is responsible for:

1. Election: Date and time when all votes will be counted.
2. The deadline for receipt of ballots.
3. All official memoranda and reports that shall be sent through the Secretary to the membership.

At least six (6) weeks prior to the election, the Nominations and Election Committee shall announce through the Secretary, the opening of nominations for elected officer positions in a letter or by facsimile or electronic communication method, to all members and solicit nominations. The Nominations and Election Committee shall send each nominee notice of their nomination and ask for their consent to be a candidate for such position. All nominees must consent to their nomination to be eligible for office.

Section 3: The Nominations and Election Committee through the Secretary shall notify the membership of the nominations no less than four (4) weeks prior to the Election.

Through the Secretary, the Nominations and Election Committee shall distribute a ballot to each member listing the candidates for each office, including all nominations received from the membership and with the consent of each member so nominated. Together with the distribution of the ballot, the Committee will distribute candidate statements meeting requirements prescribed by the Committee, if received in a timely manner from the proposed candidate.

Article XII: ELECTIONS

Section 1: The National Officers shall be elected by a majority of votes of the members voting by mail or fax ballot at the election which shall be announced to the membership.

Section 2: Election Date to be determined by the Nomination and Elections Committee. The election date shall be set no sooner than two (2) weeks and no longer than four (4) weeks after the ballots are distributed and shall be marked on the ballots.

The Election date must be in the last quarter of the year but no later than December 15 in an odd-numbered year (except under extraordinary circumstances).

Section 3: The Nominations and Election Committee is responsible for the counting and recording of all signed ballots (at a set time announced) sent in by confirmed members. All ballots received by mail shall be kept unopened and delivered to the Nominations and Election Committee Chair for inclusion in the count of votes. Mail or fax ballots must be received by the time of the announced Election date and time set by the Nominations and Election Committee.

All elections for Democratic Party organizations shall be open and secret voting is not permissible. All ballots must be signed by the voter and, upon request, open to review by members within 1 year of said Election.

Section 4: Nominations and Election Committee Chair shall provide a report of the election results to the National Secretary within twenty-four (24) hours of the announced Election date and time by the Nominations and Election Committee. The membership, via the Secretary, shall receive an official report within three (3) days after receiving the report from the Committee Chair.

Section 5: Any Member-at-Large or member of the Executive Committee may be removed from office by a vote of two-thirds (2/3) of (i) those present at a duly convened meeting of the general membership, respectively or (ii) those voting in a duly organized vote by mail, fax or electronic ballot on the question.

Section 6: If the position of Chair becomes vacant for whatever reason, the Vice-Chair shall succeed to the office of Chair and elections shall be held to fill the office of Vice-Chair in accordance with Articles XI and XII.

Article XIII: VACANCIES

Section 1: A vacancy among the National Officers, Chapter Chairs or members of the Advisory Board Committee shall exist when such member has (i) resigned or ceased to reside in Japan or (ii) has been removed pursuant to the procedures referred to in Article XI, Section 5.

Section 2: Any vacancy, except for the position of Chair as described above, shall be filled by appointment by the Chair with approval from the Executive Committee, no less than thirty (30) days and no more than sixty (60) days from the date of the vacancy. Until such vacancy is filled, the National Chair may appoint at his or her discretion a member to fill the vacancy on a temporary basis. Any member appointed to replace a vacancy shall serve only until the next regularly scheduled election pursuant to Article XII. A person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.

Article XIV: MEETINGS

Section 1: A minimum of two (2) General Meetings shall be held each year; at least one (1) in the first half of the calendar year and at least one (1) in the second half of the calendar year. General

Meetings shall be announced no less than thirty (30) days prior to the date fixed for the meeting. Minutes of each General Meeting shall be circulated to the membership within thirty (30) days of said meeting. Minutes may be sent out via mail, posted on the DAJ site, and/or by any other means, approved by the Executive Committee, which will reach the membership, as noted above.

Minutes of the previous General Meeting shall be re-circulated to the membership no less than thirty (30) days in advance of the meeting. Review and approval of prior Minutes shall be the first order of business/agenda item for each General Meeting. In the Fall meeting held no later than November 30 of each year, Members shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, and (ii) such other business as the Chair shall deem appropriate or has been added to the agenda pursuant to Article XIII Section 7.

Section 2: Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) one-third (1/3) of the Executive Committee; or (iii) ten percent (10%) of the membership.

Section 3: All meetings of the membership, the Executive Committee, Advisory Board, Standing Committees, ad hoc committees (if any), and Chapters shall be open to the membership and conducted in accordance with these Bylaws.

Section 4: Full participation

a) Meetings of DAJ may be held in person, by telephone, video conference, or such electronic means whenever technically and economically feasible as the Executive Committee may from time to time approve by a three-fourths (3/4) majority.

b) In order to permit an adequate means of open debate and participation measures shall be taken by the Executive Committee and Advisory Board for remote access to all meetings of the DAJ to those entitled to participate, including, but not limited to General Meetings, meetings of the Executive Committee and meetings of the Advisory Board. To ensure such full participation, any technically and economically feasible audio, visual and/or Internet call-in options shall be made available to those residing outside the area where meetings are held.

Section 5: For the purposes hereof, a quorum shall be determined, as follows:

a) For meetings of the general membership, at least twenty (20) members;

b) For meetings of the Executive Committee, Advisory Committee, Standing Committees or any ad hoc committee, one-half plus one member of the members of such committee;

c) For meetings of a Chapter, at least five (5) members present in person, other than election meetings, where a quorum shall consist of fifteen (15) members or one-third of the members whichever is the lesser.

Section 6: If the Chair fails to call a meeting in a timely manner for whatever reason, at least 2 other Executive Officers may call the meeting.

Section 7: Any member in good standing may submit an item of business in writing for inclusion on the agenda of a meeting of the membership.

Inclusion of the proposed item of business on the agenda requires approval from one of the sources listed below in the following order of priority until approval is obtained:

First, the Chair;

Second, two (2) Executive Committee members;

Third, the Advisory Board for comment, and a vote for approval by the Advisory Board; and

Fourth, not less than twenty-five (25) DAJ members.

Upon approval, the item of business will be included in the agenda distributed to the membership prior to the meeting.

Section 8: All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Article XV: APPLICABLE AUTHORITY

The activities of DAJ shall be governed by (i) these Bylaws as amended from time to time and such rules as the Executive Committee may enact from time to time pursuant thereto, (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party as amended from time to time and such rules and regulations as Democrats Abroad and/or the Democratic Party shall adopt from time to time. In the event of a conflict between (A) these Bylaws and the rules referred to in sub clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub clause (ii) of the previous sentence, the documents, rules and regulations of sub clause (ii) shall prevail.

Article XVI: AMENDMENTS

Section 1: These Bylaws may be amended by the general membership of DAJ by a two-thirds (2/3) vote of the members voting.

Section 2: The Executive Committee shall allow at least three (3) weeks after circulating the proposed amendments for discussions between members and a final version forged before distributing a ballot on the final version of the proposed amendments. The National Chair shall call for a general meeting for voting on any amendments. The election date shall be set no sooner than two (2) weeks and no longer than four (4) weeks after the amendments are distributed and shall be marked on signed ballots. Ballots may be submitted by fax or mail in addition to being voted on at the general meeting called for that purpose.

Bylaws, [month, day, year of original version]

Amended, August 6, 2005

Amended, [January, day, year 2011 version]