

Democrats Abroad Dominican Republic Bylaws

Adopted: February 20, 2015

Amended: December 22, 2021

ARTICLE I

The following text hereby constitutes the bylaws for the organization having as its name: Democrats Abroad Dominican Republic, also referred to as "DA DR."

ARTICLE II – Purpose and Relationship to Democrats Abroad

2.1 Purpose

The purposes of DA DR shall be to advance the interests and ideals of the Democratic Party of the United States and of Democrats Abroad as stated in the Charter of the Democratic Party and the Democrats Abroad Charter, to exercise the rights and obligations of a Country Committee under the Democrats Abroad Charter, and to provide a platform for appropriate action by its members and supporters in the Dominican Republic.

Neither DA DR nor any of its subdivisions may participate in any manner in the political activities of the Dominican Republic or any country other than the United States of America and its constituent States.

2.2 Country Committee within Democrats Abroad

DA DR is an unincorporated association and a constituent member and Country Committee of the Democratic Party Committee Abroad (DPCA), known as "Democrats Abroad," as defined in the Democrats Abroad Charter. Democrats Abroad is a non-profit association with its principal place of business in the District of Columbia and functioning as a state party of the Democratic Party of the United States.

Article III – Members

3.1 Requirements for Membership

Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party and are legal residents of the Dominican Republic. Membership in Democrats Abroad automatically results in membership in DA DR based on country of residence provided.

3.2 Application Process for Membership

In order to join DA DR, a prospective member must provide their name, physical and email addresses, telephone, U.S. voting district/state, and any other information requested on the on-line registration form on the DemocratsAbroad.org website, or on a paper form provided by an Officer or duly appointed representative of DA DR. No oath of loyalty, fees or dues, or past voting record shall be required as a condition of membership.

3.3 Limitations of Use of Personal Data

Each member has the right to inspect and correct their data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the Membership Secretary. The membership records shall be

maintained by the Membership Secretary in such a manner as to protect the information therein, pursuant to applicable data protection rules. Democrats Abroad adheres to the EU GDPR laws for data protection and privacy. 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 DA DR. 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. Nor any other political activity not pertaining to the DA.

3.4 Party Inclusion

To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in the Dominican Republic shall be represented within DA DR.

3.5 Cessation and Exclusion of Membership

Any member shall cease to be a member if they withdraw from membership or no longer meet the qualifications of a member. A member who returns to live in the United States shall be provided the option to be redesignated as a “U.S. Alumni” and remain within the Democrats Abroad database. Any such former member may be reinstated on the same conditions as a new member.

Any member who by their actions demonstrates that they no longer ascribe to the principles of the Democratic Party and of Democrats Abroad may be excluded by a 2/3 vote of the Executive Committee, provided that such vote may be taken only after the member has had at least 30 days notice of the intent of the Executive Committee to exclude the member and that time to have the opportunity to contest the proposed action by the Executive Committee.

Article IV - The DA DR Executive Committee

4.1 Purpose

The Executive Committee shall govern the affairs of DA DR in accordance with policies of the Democratic Party and Democrats Abroad as set out in this Article.

4.2 Executive Committee Officers

The elected Officers of the Executive Committee shall be the Chair, Vice-Chair, Secretary, Treasurer, and Counsel. The Vice-Chair shall be of opposite sex than the Chair. The elected Officers of the Executive Committee have full voting rights.

4.3 Diversity

Diversity is an important value of the Democratic Party of the United States and Democrats Abroad and shall be prioritized in DA DR’s activities and representation within the Executive Committee in a manner that is consistent with the United States Democratic Party’s commitment to include and represent constituency groups, including but not limited to those historically underrepresented in the Democratic Party’s affairs by virtue of gender, sexual orientation, socio-economic status, ability, race, ethnicity or other identities.

4.4 Meetings

4.4.1 Schedule of Meetings

The Executive Committee shall meet monthly, if practical, but at least six times a year upon call by the Chair for the purpose of consulting with and advising the Chair in the administration of the organization. If the Chair fails to call a meeting, such meeting can be called by any two members of the Executive Committee.

4.4.2 Meeting Agenda and Minutes

The Secretary shall notify the members of the Executive Committee of the time and place, or electronic venue, of each scheduled meeting and call for agenda items, provide the agenda items to the Chair to finalize, then distribute the final agenda to the Executive Committee Officers prior to the meeting. Following the meeting, the Secretary shall circulate the minutes to the Executive Committee for review, then prepare and distribute the final minutes to all members of the Executive Committee. Adoption of the minutes shall be the first item of business at the following Executive Committee Meeting. Meeting minutes shall be available to members upon request.

4.4.3 Quorum

A quorum of half-plus-one of the Executive Committee shall be present in person, including via teleconference or other electronic means, at any meeting in order to make decisions, providing that the Chair or Vice Chair are included within the quorum. Unfilled or vacant Officer positions, if any, are not included in the determination of a quorum.

4.4.4 Decision Making and Voting

The Executive Committee may act in meeting, by telephone, video conference, email, or by other written or electronic means. Decisions taken by the Executive Committee shall be by simple majority vote of those present; or if such vote is taken by email or other written form, by simple majority of the entire Executive Committee. In the event of a tie, the Chair shall have the deciding vote.

4.4.5 Open Meetings

Executive Committee meetings shall be open to DA DR members unless the Chair or presiding Officer determines that it is in the best interest of DA DR to limit participation to Executive Committee members for certain matters. Regular Executive Committee meetings shall be announced in advance to the general membership. Final meeting minutes shall be available to DA DR members upon request.

4.5 Executive Officers Responsibilities

4.5.1 Chair

The Chair shall be the chief executive officer of DA DR, shall call and preside at all meetings of the Executive Committee, establish the agenda of such meetings inclusive of agenda items submitted by other DA DR Officers, and shall be responsible for carrying out the programs, policies, and activities approved by the Officers of the Executive Committee.

The Chair shall also be responsible, jointly with the Treasurer, for oversight of DA DR's financial affairs, including but not limited to serving as a signing authority on any DA DR bank account and ensuring regular reporting to the Executive Committee on DA DR's financial affairs.

The Chair is the primary Officer representing DA DR in Democrats Abroad and an ex-officio member of the DPCA, and shall attend DPCA Global and Regional meetings to the extent practical or assign an alternate as necessary.

4.5.2 Vice Chair

The Vice Chair shall assist and support the Chair in the execution of the Chair's duties as provided in Section 4.5.1 and perform any other such duties as the Chair shall define. In the absence of the Chair, the Vice-Chair shall call and preside at meetings of the Executive Committee.

If the office of the Chair becomes vacant, the Vice Chair shall assume the position of Chair and appoint a new Vice Chair. Provided the new Chair was already a duly elected and voting Officer of the Executive Committee, they shall assume the status and representation of DA DR within the DPCA. The Secretary shall notify the Secretary of Democrats Abroad promptly upon the assumption of the replacement Chair position and of the replacement Vice Chair and corresponding changes of DPCA Voting Representatives.

The Vice Chair shall be of opposite sex than the Chair pursuant to the Democratic Party and Democrats Abroad's gender equity policies and practices.

4.5.3 Secretary

The Secretary shall maintain the DA DR database and provide current lists of members containing such information as email address, phone numbers, voting state and other information as might be requested by the Executive Committee and as the DPCA might require from time to time, including the official membership count due January 31 of each year. The Secretary shall also report on the membership status of DA DR at the Annual General Meeting.

The Secretary shall compile the agendas for meetings in consultation with the Chair and take minutes of all Executive Committee meetings, general meetings, Annual General Meetings, and special meetings of the members. The minutes of all meetings shall be sent to participating Officers for verification, finalized, and sent to all Executive Committee members as per Article 4.4.2 and without undue delay. The Secretary shall provide the minutes to members upon request, and shall maintain and safeguard all files and administrative records of DA DR.

4.5.4 Treasurer

The Treasurer shall manage the finances of the organization together with the Chair, prepare its financial reports as may be required by law, including without limitation the laws and regulations of the United States, and shall prepare and present to members at the Annual General Meeting ("AGM") of DA DR a Statement of Income and Expenses and a Balance Sheet based on a fiscal year ending December 31. The Treasurer shall maintain all such financial records of DA DR, making them available for review by the Executive Committee and by the Treasurer of Democrats Abroad, and by the members of DA DR. The Treasurer shall have joint signature authority with the Chair on any DA DR bank account.

The Treasurer shall be available to consult with Committee Chairs regarding fundraising activities for projects and activities and access to potential donors, in consultation with the Chair and other Officers as needed.

The Treasurer shall consult with the Treasurer of Democrats Abroad on matters concerning the maintenance of financial records and financial reporting as necessary (notably to the United States Federal Election Commission, and any successor thereto).

4.5.5 Counsel

The Counsel sits on the Executive Committee with full voting rights and privileges and advises its Officers on legal and procedural questions relating to DA DR and its activities.

The Counsel shall consult with the International Counsel on relevant matters, including notably questions on voting issues and financial record keeping and DA DR's compliance with the rules of the United States Federal Elections Commission (and any successor thereto). The Counsel with the Chair shall ensure DA DR is in compliance with Dominican Republic laws and regulations. The Counsel shall report to the Executive Committee on their activities as necessary and as requested by the Chair.

4.6 Terms of Office

Elected Officers of the Executive Committee shall be elected every two years in odd numbered 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. No Officer may serve more than two consecutive terms in the same position.

4.7 Removal from Office

Any Executive Committee Officer who has three (3) consecutive unexcused absences of regularly called meetings of the Executive Committee may be removed from office by a two-thirds (2/3) majority vote of the Executive Committee at a duly convened and quorate meeting at which the question of such removal is on the agenda sent out at least 30 days in advance and at which the Executive Committee Officer is given due opportunity to contest the removal and explain the reasons for their absence.

4.8 Vacancies

Upon a vacancy of any elected Officer position, the Chair shall appoint a replacement as soon as practicable at a quorate meeting of the Executive Committee and the Executive Committee shall ratify the appointment, except that the Vice Chair shall fill the vacancy in the event the Chair position is vacant. Appointees shall serve with full privileges of their office until the next AGM or special meeting where the members shall elect the position in accordance with Article VIII. The Secretary will notify the Secretary of Democrats Abroad and the Regional Vice Chair promptly upon the replacement of an elected Officer. An Officer serving fewer than 365 days filling a vacancy, it does not count as a term for the purposes of Article 4.6.

Article V – Assistant and Honorary Officers

The Chair, in consultation with the Executive Committee, may appoint and remove such assistant or honorary Officers with such duties as delegated, subject to ratification of the Executive Committee at the next Executive Committee meeting. Appointed Officers have observer status on the Executive Committee without voting rights.

The terms of all incumbent appointed Officers shall automatically expire upon the election of newly elected Officers in accordance with Article 4.6.

Article VI - Committees

6.1 Standing Committees

By majority vote, the Executive Committee may create Standing Committees with functions and responsibilities as it shall designate, such as (but not limited to) Youth Outreach, Voter Registration, Issues, Programs, Special Events, Newsletter and Communication. The Chairs of Standing Committees are not members of the Executive Committee and have no voting privileges therein.

6.2 Ad Hoc Committees

By majority vote, the Executive Committee may create Ad Hoc Committees with such functions and responsibilities as may be deemed appropriate. The Chairs of Ad Hoc Committees are not members of the Executive Committee and have no voting privileges therein.

6.3 Committee Chair Appointments

The Chair of the Executive Committee shall appoint or remove the Chairs 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 removals. The Committee Chair shall select the membership of each such committee after consultation with the Chair of the Executive Committee.

6.4 Open Meetings

Committee meetings shall be open to all members of DA DR.

Article VII - Democratic Party Committee Abroad (DPCA) Voting Representatives and Alternate Voting Representatives

7.1 Election and determination of DPCA Voting Representatives and

Alternate Voting Representatives and determination factors.

The DPCA Voting Representatives and Alternate Voting Representatives are elected to represent the views of DA DR at the global meetings of the DPCA. The Chair and Vice Chair are Voting Representatives by virtue of their offices, while additional Voting Representatives are to be elected by DA DR membership at the same time and process as the Executive Committee Officers (as per Article VIII), although they are not members of the Executive Committee. The number of voting members is based on country membership and other factors and is determined by the DPCA.

7.2 Allocation of DPCA Voting Rights

The number of DPCA votes allocated to DA DR is based upon a calculation made by the Executive Committee of Democrats Abroad pursuant to the Charter of Democrats Abroad and notified to the Executive Committee annually. In accordance with the Charter of Democrats Abroad, the Chair shall have one vote, the Vice Chair shall have one vote, and the remainder shall be distributed among the DPCA Voting Representatives, with one vote each. Should the allocated number of votes determined by Democrats Abroad change for a given year from the previous year, the DA DR Chair shall adjust the number of Voting Representatives accordingly. Such changes would apply

until the next AGM elections wherein the allotted number of Voting Representatives and Alternate Voting Representatives would be duly elected.

7.3 Responsibilities

DPCA Voting Representatives and Alternate Voting Representatives are responsible for participating in certain DPCA conventions, meetings, and policy-related decision-making, and, if unable to attend any such, shall issue their voting proxy to another DPCA Voting Representative or Alternate Representative. DPCA Voting Representatives and Alternate Voting Representatives are necessarily charged with staying informed of DPCA activities and matters for deliberation and are thus encouraged to attend DA DR Executive Committee meetings. DPCA Voting Representatives and Alternate Voting Representatives have no voting rights on the Executive Committee, unless they hold another position that grants such voting rights, and are not included in the quorum.

7.4 Election of DPCA Voting Representatives and Alternate Voting Representatives

Together, the total number of Elected Officers and DPCA Voting Representatives elected must equal the number of DPCA votes allocated to DA DR. Two Alternate Voting Representatives shall also be elected. DA DR members will vote for the elected Officers, the applicable number of DPCA Voting Representatives, and two Alternate Voting Representatives.

DPCA Voting Representatives and Alternate Voting Representatives are required under the Democrats Abroad Charter to be elected in accordance with the gender balance rules of Democrats Abroad.

7.5 Terms

DPCA Voting Representatives and Alternate Voting Representatives shall be elected at the same time as the Elected Officers, every two years in odd numbered years. They shall be elected for a term expiring upon the election of their successor.

7.6 Vacancies

A vacancy of a DPCA Voting Representative shall be filled by an Alternate Voting Representative whose declared sex maintains gender balance, at the next quorate meeting of the Executive Committee. In the event that both Alternate Voting Representatives' declared sex would maintain gender balance, the Alternate Voting Representative who received the most votes in the election shall fill the vacancy. Alternate Voting Representative vacancies shall remain unfilled until the next AGM or special meeting to elect the position.

Article VIII - Nominations and Elections

8.1 Nominations and Elections Committee

At least 45 days prior to the Annual General Meeting of an election year or other General Meeting at which an election will be held, a Nominations and Elections Committee (hereinafter "NEC") of at least three (3) members shall be named by the Chair 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. 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 and shall be mindful of the desirability of promoting diversity among the candidates. No member of

the NEC may be a candidate for office. All actions of the Elections Committee shall be taken by a majority vote of the committee members. An appointed NEC's ability to carry out its duties shall not be delayed or hindered in any manner by the Executive Committee. Members of the NEC may participate in person or by use of electronic means such as Skype or similar technology.

8.2 Establishing Voting Procedure

At the meeting approving the appointment of the NEC, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, on the rules and procedures for the balloting and elections. They shall define proxy and voting procedures and procedures for notifying members of the election process. Should proxy votes be allowed, each member attending a meeting is limited to carry a maximum of two (2) proxy votes. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via a personally verifiable electronic means (e.g., by fax, email, Google form on the Web, etc.).

Should any revisions of the Bylaws be proposed for adoption, such Bylaws revisions shall be included within the NEC announcements and elections as described.

8.3 Nominations Invitation

The NEC shall notify the membership and solicit nominations no less than 30 days prior to the Annual General Meeting or any General Meeting at which an election will be held. Any member of the organization wishing to run for an open position and not nominated by the Nominations and Elections Committee shall declare their candidacy at least 17 days before the annual meeting in writing addressed to the Chair of the Nominations Committee. The NEC shall confirm the eligibility of all candidates.

8.4 Ballot Preparation and Distribution

The chair of the NEC shall prepare ballots containing the names of the nominated candidates for distribution to the membership of the organization no earlier than 17 days before the annual meeting and no later than 14 days before such meeting. Such ballots shall be posted to the DA DR website and emailed to all DA DR members no less than 14 days before the election meeting.

8.5 Candidate Statements or 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 DA DR website.

8.6 Restrictions on Nominations from the Floor

Where electronic voting is used, no nominations may take place from the floor unless for a position without a candidate, in which case only in-person votes may be included though proxies may again be voted if they are general to the election and not limited to specific candidates.

8.7 Election and Counting of Ballots

The NEC shall run the election part of any General Meeting or Annual General Meeting. The Officers shall be elected by a simple majority of votes of the members voting in person or by proxy, or by written or electronic ballot, as determined by the NEC. All ballots and votes shall be

verified and counted by the NEC. The candidate receiving the most votes shall be elected and announced. In the case of a tie in the number of votes cast for an elected position, an immediate runoff election shall be held following the announcement of the voting tie result. In such a case, absentee ballots will not be admitted in the runoff election, though proxies may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the runoff round.

8.8 Eligibility of Voters

Eligible Voters must be members of DA DR prior to the elections.

8.9 No Secret Ballot

In accord with Democratic Party and DPCA policy, there is no secret ballot voting in DA DR elections. All ballots cast must include such personal identification and contact data (i.e., name, phone, email) as to allow for validation that the voter is a member of DA DR and to confirm that votes are counted as the voter intended. An electronically submitted ballot with a typed name shall constitute a valid "signature," so long as the ballot is submitted from the email address registered in the membership database.

8.10 Election Challenges

Challenges to the election of any office holder or DPCA Voting Representative or Alternate Representative shall be submitted to the NEC Chair in writing within thirty (30) days of the election, who shall promptly inform the office holder being challenged and, at the same time, refer the matter to the newly-elected Executive Committee for possible resolution. The newly elected office holder in question shall recuse themselves from any deliberations addressing the challenge. If the Executive Committee cannot achieve a quorum without the individuals whose election is subject to challenge, the NEC shall refer such challenge to Democrats Abroad for decision or an opinion as to how to adjudicate the challenge.

The NEC shall cooperate with the Executive Committee or, as the case may be, Democrats Abroad in adjudication of any challenge to any elections. In determining any such challenge, the NEC shall use the rules adopted by Democrats Abroad for such challenges, with necessary changes to reflect the different circumstances.

Article IX – General Meetings of the Membership

9.1 Annual General Meeting

The DA DR AGM of the membership shall be held on or before June 30th of every year. The Secretary shall ensure notice of the date, place, and agenda of such meeting is sent by email and posted on the DA DR website at least 30 days prior to such meeting, which can be done concurrently with the NECs announcement of elections every odd year. At the AGM, the Chair, Secretary, and Treasurer shall report on the activities and financial activities of DA DR since the previous AGM, along with such other reports as the Executive Committee may deem appropriate.

9.2 General Meetings

Other general meetings of the membership shall be held throughout the year for the purpose of communication and engagement with members upon call by the Chair, or two members of the Executive Committee; or the lesser of 2% of the membership, or ten members who request the holding of a meeting.

9.3 Special Meetings

Special meetings of the general membership may be called by the Executive Committee or 10 other members who request such a meeting in writing and state its purpose. Special meetings may be held on not less than five days' notice, and where possible 15 or more days' notice. However, any meeting at which an election shall take place must comply with the notice requirements in Article 8.3, and the Secretary shall ensure that notice of the date, place, and agenda of such meeting is sent by email and posted on the DA DR website at least 30 days prior to such meeting.

9.4 Failure to Call a Meeting

If the Chair fails to call a meeting within such time as required for such a meeting and for whatever reason, the Secretary or another Officer shall call the meeting.

9.5 Method of Holding Meetings

General and special meetings of the membership may be held in person or by telephone, video conference, internet-conference, or other comparable electronic means. Special care shall be taken to ensure equitable access in meetings that have both in-person and virtual attendance.

9.6 Meetings Open to All Members

All meetings of the membership shall be open to all members and shall be conducted in accordance with these Bylaws and the latest edition of Roberts Rules of Order as detailed in Article 9.9.

9.7 Constituting a Quorum

For the purposes, hereof, a quorum for meetings of the membership shall be at least twenty (20).

9.8 Voting at Meetings

At meetings of the members, each member shall be entitled to cast one vote on any item on the agenda or otherwise brought before the meeting and requiring a vote. Voting in all meetings at which official business is conducted may be by show of hands, roll call, written ballot, or electronic means (e.g., by electronic ballot and email), and in all events shall be open and may not be secret and, if in written format, must be signed either physically or electronically (as described in Article 8.9) in order to permit identification of the person voting and inspection by all interested parties. Except as otherwise provided herein, all decisions shall be by simple majority of the votes cast.

9.9 Conduct of Meetings

All meetings of the members of DA DR will be conducted in accordance with and in the following order of priority in the event of a conflict: (i) these Bylaws, (ii) any applicable Resolutions or rules adopted by the Executive Committee and (iii) the latest edition of Robert's Rules of Order Revised; it being provided that working, planning and similar meetings need not be conducted according to Robert's Rules of Order Revised if it is deemed by the members of the body participating in such meetings to be appropriate to dispense therewith. If applicable to the meeting, the presiding officer shall determine the application of the rules of priority or shall designate a competent participant to do so.

Article X - Rules Applicable to the Committee

DA DR shall be governed by (i) these Bylaws and such rules and resolutions as the Executive Committee may adopt, and (ii) the Charter, Bylaws, rules, and regulations of Democrats Abroad and the Democratic Party of the United States. In the event of conflict between item (i) and (ii), the documents, rules and regulations of item (ii) shall prevail.

Article XI - Amendments to Bylaws

These Bylaws may be amended by the affirmative vote of two-thirds ($\frac{2}{3}$) of the members of DA DR present at a regular or special meeting duly called and quorate. The written text of any proposed amendments shall be distributed to members by way of notice which shall be sent by email and posted on the website of DA DR containing the full text of the proposed amendment at least thirty (30) days prior to the meeting where such amendments will be voted upon.

Adopted on 22 December 2021

For submission upon completion of AGM and election of officers, 21 June 2022:

David Ware, Chair

Lourdes Rodriguez-Dox, Secretary