

DEMOCRATS ABROAD BELGIUM

BYLAWS

adopted on December 9, 2003
amended on April 10, 2006
amended on March 2, 2016
amended on March 26, 2019
Amended on March 6, 2022

Article I

Name and Place

The name of this organization shall be “Democrats Abroad Belgium” (“DAB”). The organization is an unincorporated membership association with no legal personality. The address of the organization shall be the address of the Secretary of the organization, unless the Executive Committee decides by majority vote that the organization shall have another address.

Article II

Purpose and Relationship to Democrats Abroad

- 2.1 The organization is a Country Committee to the Democratic Party Committee Abroad (the “DPCA” or “Democrats Abroad”).
- 2.2 The purposes of Democrats Abroad Belgium shall be to advance, and to inform its members of, the principles, policies and interests of the Democratic Party of the United States; to provide its members with the means of communicating their views to the DPCA and through it to the Democratic National Committee (“DNC”); to enable its members to participate in the political processes of the United States and the Democratic Party by electing delegates to the Democrats Abroad caucuses and conventions who elect a delegation to the Democratic National Convention and members of the DNC; to facilitate voter registration and absentee voting by Americans abroad; to raise funds for the Democratic Party at home and abroad; and to undertake such tasks as may be requested by the DPCA.

Article III

Members

- 3.1 Members must be citizens of the United States, of voting age in the U.S. district where eligible to vote, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in Belgium. To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in Belgium shall be represented within the organization.
- 3.2 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 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.
- 3.3 Members shall be requested to make their best efforts to affirm their membership on an annual basis and to ensure that their contact information remains current. Membership records shall be maintained by the Secretary in a manner consistent with DPCA requirements and in accordance with applicable privacy laws. A validated and up-to-date database of members as maintained by the Secretary pursuant to Article VIII shall be delivered to the appropriate officers of the DPCA in accordance with the DPCA Bylaws. By becoming a member of Democrats Abroad Belgium, members explicitly consent to the delivery of their names and all other information contained in the membership form to the DPCA for such lawful use thereof by the DPCA.

Article IV

Cessation of Membership

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

The Democrats Abroad Belgium Executive Committee shall be composed of the elected Officers (Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel) and two Members-at-Large. The Vice-Chairperson shall be of the opposite gender from the Chairperson.

Article VI

Chairperson

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 with full voting privileges. The Chairperson shall have the deciding vote in the case of a tie on any measure voted on by the members of the organization, the committees or the Executive Committee. The Chairperson shall represent Democrats Abroad Belgium at meetings of the DPCA, and shall be the first DPCA Voting Representative, either in person or by proxy.

Article VII

Vice-Chairperson

In the absence of the Chairperson, the Vice-Chairperson shall call and preside at meetings of members and of the Executive Committee and shall have all the rights of the Chairperson in such capacity. The Vice-Chairperson shall have such other duties as the Chairperson shall define. The Vice-Chairperson shall also represent Democrats Abroad Belgium at meetings of the DCPA, and shall be the second DPCA Voting Representative, either in person or by proxy.

Article VIII

Secretary

Membership records shall be maintained by the Secretary in a manner consistent with DPCA requirements and applicable data protection and security laws. Validated and up-to-date membership data shall be submitted to the appropriate officers of the DPCA by January 31 of each year in such form and format as the DPCA shall require. The Secretary shall keep the minutes of all meetings, and all files and administrative records of the organization. Members may request a copy of the minutes of meetings at any time. The Secretary shall have such other duties as the Chairperson shall define, and shall be the third DPCA Voting Representative, either in person or by proxy.

Article IX

Treasurer

The Treasurer shall manage the finances of the organization, maintain its financial reports to members and make and maintain such financial reports as may be required by law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by members upon request. The Treasurer shall have such other duties as the Chairperson shall define, and if compatible with the gender balance rules, shall be the fourth DPCA Voting Representative, either in person or by proxy.

Article X

Counsel

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Belgium and its activities. The Counsel shall have such other duties as the Chairperson shall define, and if compatible with the gender balance rules, shall be the fifth DPCA Voting Representative, either in person or by proxy.

Article XI

Executive Committee

11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, - 4 -

Secretary, Treasurer and Counsel and two Members-at-Large elected from among the eligible members of the organization.

11.2 The Executive Committee shall administer and manage the organization. It shall oversee and approve of a general framework for the expenditures of the organization and shall be kept informed of any significant expenditures to be undertaken by the organization. The Executive Committee may exceptionally delegate its powers under this article by majority vote but the Officers remain subject to the rules of accountability for board members of de facto associations.

11.3 The Executive Committee shall meet at regular intervals upon request by the Chairperson. A meeting of the Executive Committee may also be called by one-third of the Executive Committee.

Article XII

Voting Representatives and DPCA Votes

12.1 The members of Democrats Abroad Belgium are represented in the DPCA by the Chair person and Vice-Chairperson of Democrats Abroad Belgium and such Voting Representative(s) as may be authorized by the DPCA Charter. DPCA votes are allocated to Democrats Abroad Belgium from time to time in accordance with the terms of the DPCA Charter, and such votes may be cast by the Chair, the Vice Chair, and the Voting Representative(s) (or by their valid 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.

12.2 The first five Voting Representative(s) of Democrats Abroad Belgium shall be the elected members of the Executive Committee, in accordance with the provisions of Articles VI through X. Any additional Voting Representatives shall be elected in accordance with the

provisions of Article 12.3. Voting Representative(s) shall endeavor to remain continually informed of issues arising at the DPCA, and of the desires of the members of DAB in respect of those issues. They are expected to attend meetings of the DAB Executive Committee (if not Executive Committee members in their own right) at which issues relevant to DPCA are on the agenda. They are expected to attend all DPCA meetings at which they are entitled to vote, either electronically (using methods approved by the DPCA) or in person; if they are unable to attend, they are expected to arrange effective proxies as allowed by the rules of the DPCA.

12.3 The Voting Representative(s) shall be nominated and elected in the same manner and at the same time as the Officers. If there are more than six Voting Representatives, they shall be elected by gender pairs. Voting Representatives may be removed by a 2/3

- 5 -

majority of the Executive Committee for any breach of fiduciary duty.

12.4 The term of all Voting Representatives shall be co-extensive with the term of the Officers.

12.5 Gender balance rules of the Democratic Party apply to the Voting Representatives. With an even number of Voting Representatives, half must be of each gender. With an odd number of Voting Representatives, there may be a total gender difference of no more than one.

12.6 The total number of Voting Representatives shall be established by the Executive Committee of Democrats Abroad Belgium within the terms allowed by the DPCA Charter.

12.7 The DPCA votes allocated to Democrats Abroad Belgium from time to time shall (to the extent possible) be allocated evenly among the Chairperson, the Vice-Chairperson and all Voting Representatives on a one person, one vote basis.

Article XIII

Committees

13.1 The Executive Committee may create one or more ad hoc and Standing committees, with such functions and responsibilities as it shall designate (i.e., Membership, Voter Registration, Special Issues, Special Events, Fundraising and Communications).

13.2 The chairperson of the Executive Committee shall nominate the chairperson of any Standing Committees subject to agreement by the Executive Committee. Such chairpersons shall become voting Members of the Executive Committee. The chairperson of the Executive Committee shall appoint and remove the chairpersons of the ad hoc

committees (if any). In the case of a vacancy, the DAB Chairperson may appoint a replacement chairperson of an ad hoc committee. The membership of each such committee shall be selected by the committee chairperson.

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

Article XIV

Other Officers

The Chairperson may appoint and remove such assistant Officers or honorary Officers, having - 6

-

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 XV

Terms

15.1 The Officers and Members-at-Large of the Executive Committee shall be elected every two years at the annual meeting of the organization. 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 office.

15.2 In the event that there is no candidate for an Executive Committee office, an Officer who has served previous consecutive terms in that office may be elected to another term, pending approval by a two-thirds (2/3) majority of votes cast by members present at the annual meeting of the organization.

15.3 The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire 30 days after the election of new Officers in accordance with the foregoing paragraph.

Article XVI

Nominations and Elections

- 16.1 In accordance with the provisions of Article XV, elections for the Officers and Members at-Large of the DAB Executive Committee shall be held every two years.
- 16.2 The Officers and Members-at-Large of the Executive Committee shall be elected by a majority of votes of the members voting (in person, by proxy, by electronic means, or as otherwise decided by the Executive Committee, in agreement with the Nominations and Elections Committee chairperson) at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held).
- 16.3 A Nominations and Elections Committee (hereinafter “NEC”) composed of no fewer than three members of DAB shall be named by the Chairperson with the approval of the Executive Committee no later than 45 days prior to an election. The members of the NEC shall elect a chairperson (“NEC Chairperson”) from among its appointed members. All NEC members shall be subject to the obligations of confidentiality in accordance with the rules of the DPCA. The NEC shall not include any candidate for office.
- 7 -
- 16.4 The NEC shall receive nominations of DAB members for elected officer positions from the membership and can make nominations, with the consent of the nominated member, for any expiring position. The NEC shall notify the membership of upcoming elections and solicit nominations no less than 30 days prior to the election. Any member of the DAB wishing to run for an expiring position and not nominated by the NEC shall declare their candidacy at least 17 days before the annual meeting in writing addressed to the NEC Chair.
- 16.5 The NEC Chair 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 AGM and no later than 14 days before such meeting. Such ballots shall be posted to the DPCA website and mailed or e-mailed to all DAB members no less than 14 days before the election meeting.
- 16.6 The NEC shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections and/or at the AGM. The NEC shall ensure adequate distribution of all such information to the membership, including posting on the DAB website.
- 16.7 In order to facilitate absentee voting, no nominations may be made from the floor except when there is no declared candidate for an office to be filled.
- 16.8 The NEC shall run the election part of any membership meeting. The Officers and Members-at-Large shall be elected by a simple plurality of votes of (i) the members voting in person or by proxy, or (ii) by written or electronic ballot. Should proxy votes be

allowed, each member attending a meeting is limited to carry a maximum of two (2) proxy votes. All ballots and votes shall be verified and counted by the members of the NEC or by tellers they appoint to count the votes. The candidate receiving the most votes shall be elected. A tie in the number of votes cast for an elected position shall be resolved by a run-off election. If the run-off does not resolve the tie, the DAB Chairperson will cast the deciding vote.

- 16.9 Provision shall be made to enable members to vote remotely by mail or via authenticated electronic means (e.g., fax, e-mail, via the Web, etc.). Additionally, as a general principle, where the NEC chairperson considers it useful, and exceptional circumstances, such as COVID-19, or force majeure justify, provision shall be made to enable members to vote early in advance of the meeting where elections will take place. The NEC shall determine how to execute early voting procedures for elections. Ballots submitted by mail or electronically shall be collected by the NEC and counted during the AGM.
- 16.10 In accordance with Democratic Party and DPCA rules, there is no secret ballot voting in DAB elections. All ballots cast must include such personal identification and contact data (i.e., name, phone, e-mail) as to allow for validation that the voter is a member of DAB,

- 8 -

and to confirm that votes are counted as the voter intended. An electronically submitted ballot with a typed name shall constitute a valid “signature,” as long as the ballot is submitted from the e-mail address registered in the membership database. The NEC is permitted to use additional means to validate ballots. In case multiple ballots are cast by one member, the first ballot submitted will be counted.

- 16.11 The Chair and the Secretary shall certify the minutes of the election meeting. The Secretary shall submit the certified minutes to the DPCA Secretary, together with the complete contact information of all elected officers within 15 days of the election. The election results also shall be reported promptly to the full membership of DAB.
- 16.12 An election may be challenged by any eligible member. For this purpose, an eligible member is a candidate who did not receive a sufficient number of votes for a successful election. The NEC shall hear and adjudicate all election challenges. Challenges must be submitted in writing to the NEC within 30 days of the election.

Article XVII

Removal from Office

- 17.1 Any Officer or Member-at-Large of the Executive Committee may be removed from office by either:
- (i) a vote of two-thirds of those present at a duly convened meeting of the membership,

or (ii) a vote of three-fourths of the Executive Committee at a duly convened meeting.

17.2 The Officer or Member-at-Large must be given due notice of the pending vote and the must be given the opportunity to present her or his position.

Article XVIII

Vacancies

Any vacancy among the Officers or the Members-at-Large 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 in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer or Member at-Large elected at a special election shall serve only until the next regular election. The time served shall not count as a term served under Article XV.

- 9 -

Article XIX

Notice

19.1 Notice of annual meetings and other meetings at which important decisions are to be taken (such as elections in the case of vacancy and amendment of these Bylaws) shall be sent to members at least 30 days before the meeting. Reasonable notice shall be given of other meetings of members and of the Executive Committee.

19.2 Notice may be sent by post, e-mail, fax, or any other means that may be deemed reasonable under the circumstances.

Article XX

Meetings

20.1 An annual meeting of members shall be held, preferably in the first quarter 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 (a) the Officers, and any additional Voting Representative(s) authorised by the DPCA and decided upon by the Executive

Committee in accordance with the provisions of Article XII; and (b) Members-at Large of the Executive Committee, and
(iii) such other business as the Chairperson shall deem appropriate.

20.2 Other meetings of the membership may be held from time to time upon request by (i) the Chairperson, (ii) one-third of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.

20.3 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 Bylaws (including the provisions on notice).

20.4 Meetings of Democrats Abroad Belgium may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by majority vote.

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

- (i) for meetings of the membership, at least 25 members;
- (ii) for meetings of the Executive Committee or any other committees, one-half of the - 10

members of such committee.

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

Article XXI

Rules Applicable to the Organization

21.1 The functioning of the organization shall be governed by:

- (i) these Bylaws and such other rules as the Executive Committee may from time to time adopt, and
- (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall adopt from time to time.

In the event of a conflict, the documents, rules and regulations of subclause (ii) shall take precedence over those in subclause (i).

21.2 These Bylaws may be amended at any regular meeting of the members of the organization by a two-thirds vote, provided that the amendment(s) have been either:

- (i) submitted in writing at the previous regular meeting, or
- (ii) communicated to the membership at the time of the notice of the meeting at which the amendment is to be considered.

Adopted in Brussels, Belgium
December 9, 2003

Amended in Brussels, Belgium
April 10, 2006

Amended in Brussels, Belgium
March 2, 2016

Amended in Brussels, Belgium
March 26, 2019

- 11 -

/certified/ /certified/

Trip DuBard Matthew Eugene Goldman Chair, DAB Secretary, DAB

