

THE BYLAWS OF DEMOCRATS ABROAD ITALY

Adopted 29 April 2020

ARTICLE 1: NAME AND REGISTERED OFFICE OF THE ASSOCIATION

1.1 Name

The name of this association is Democrats Abroad Italy (hereinafter “DA Italy”).

1.2 Registered Office

The location of DA Italy’s registered office is Rome, at the address chosen from time to time by way of resolution of the Executive Committee, without any need to amend these bylaws. The Executive Committee may also change the city of location of the Registered Office by way of resolution, without any need to amend these bylaws.

ARTICLE 2: RELATIONSHIP TO DEMOCRATS ABROAD, PURPOSE, GOVERNING DOCUMENTS

2.1 Country Committee

DA Italy is a constituent member and Country Committee as defined in the Charter of the Democratic Party Committee Abroad (hereinafter “Democrats Abroad”), a non-profit association organized by the Democratic Party of the United States under the Uniform Nonprofit Association Act of 2000 with its principal place of business in the District of Columbia.

2.2 Purpose

The purposes of DA Italy is 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 (§17) and the Charter of Democrats Abroad, to exercise the rights and obligations of a Country Committee under the Charter of Democrats Abroad, and to provide a platform for appropriate action by its members and supporters in Italy, Vatican City, or San Marino (hereinafter “the Territory”), and to represent the views and interests of its members to Democrats Abroad.

In order to achieve its purposes, DA Italy may engage in educational activities, the promotion of cultural events, historic and social research, conferences and other informational programs, and publications.

2.3 Non-US Political Activity

Neither DA Italy nor any of its administrative units may participate in any manner in the political activities of the Territory or any country other than the United States of America and its constituent States.

2.4 Dues; Voting Record

No membership fees or dues or past voting record are required. Financial resources may be provided by voluntary contributions by individuals and entities meeting the requirements of applicable law and the rules of the United States Democratic Party. Voluntary contributions may be collected from members and others who attend and participate in events organized by DA Italy or its administrative units or members, but any such voluntary contributions must not be construed as fees or dues.

2.5 Governing Documents

DA Italy shall be governed by (i) these Bylaws and such rules and resolutions as the Executive Committee may adopt, and (ii) the Charter and Bylaws and 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 3: MEMBERS AND GEOGRAPHIC DISTRICTS

3.1 DA Italy Membership

Persons eligible to join DA Italy shall meet the following qualifications: (i) be a citizen of the United States, (ii) be eighteen years of age or older by the next federal election subsequent to joining, (iii) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad, (iv) have an address in the Territory, and (v) shall not be a voting member of any other Democrats Abroad Country Committee.

3.2 Chapter Membership

Membership, voting, and election to office in a Chapter and Precinct (as defined in Article 4.4, below) is open to any member who resides in the boundaries of the Chapter or Precinct . A member of DA Italy shall be a member of only one Chapter or Precinct, but may participate in activities hosted by other Chapters or Precincts.

3.3 Application

A prospective member shall complete the Democrats Abroad online membership application available at www.democratsabroad.org/join. Qualifying American citizens who join DA Italy are automatically members of Democrats Abroad and vice versa. Membership is not transferable to other individuals.

3.4 Personal Data

By becoming a member of DA Italy, the member explicitly consents to the use of the information contained on the membership form to DA Italy and Democrats Abroad for lawful purposes in furtherance of the objectives of the United States Democratic Party.

3.5 Validation of Personal Data

Members have the right to inspect and amend their membership information as maintained in the Democrats Abroad membership database.

3.6 Use of Personal Data

Membership records shall be kept confidential, and they shall not be available to any person other than members of the DA Italy Executive Committee, Democrats Abroad, the Democratic Party of the United States, and members or staff of any of the foregoing in connection with elections or member database management. All individuals with access to membership data shall be required to sign and adhere to the terms of the appropriate confidentiality agreements. 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 Italy. No candidate for any office may use or access the membership database for the purposes of campaigning for office or soliciting votes or proxies.

3.7 Membership Database

Membership records shall be maintained by the DA Italy Country Secretary in a manner consistent with Democrats Abroad requirements and applicable data security laws, including but not limited to the European Union's General Data Protection Regulation (GDPR). An up-to-date membership database shall be submitted to the appropriate officers of Democrats Abroad no later than January 31 of each year in such form and format as Democrats Abroad shall require.

3.8 Geographic Districts

For administrative purposes, DA Italy shall initially be divided into three membership Districts—North, Central, and South—each with a Chapter. The Chapter of the North District shall be Milan; that of the Central District shall be Florence; and that of the South District shall be Rome. Chapters will exercise duties and responsibilities as defined in Article 6. Additional administrative units (e.g. Committees, Chapters) may be opened and operate within any District as defined in Article 6. The precise boundaries of each District shall be fixed, and may be amended at any time, by a two-thirds affirmative vote of the Executive Committee.

3.9. Resignation or Withdrawal of Membership; Cessation of Residence

Any DA Italy member may withdraw from membership at any time by written notice, either by post or by email, to any office holder, who must then communicate this notice to the Country Secretary.

A member of DA Italy who ceases to have a residence in the Territory shall be deemed to have withdrawn from DA Italy, provided that, if such person is a member of the Executive Committee or is any other elected officer of an administrative unit of DA Italy, such withdrawal shall not be effective until such person either resigns or is removed from office on the basis that s/he is no longer qualified to be a member of DA Italy.

ARTICLE 4: EXECUTIVE COMMITTEE

4.1 Membership of Executive Committee

The voting members of the Executive Committee shall be: Country Chair, Country Vice Chair, Country Secretary, Country Treasurer, Country Counsel, and the Chairs and Vice Chairs of the Chapters. Chairs of other administrative units created within the geographic districts shall be voting members ex-officio. Ad Hoc Officers and Committee Chairs appointed by the Executive Committee (as provided in Article 4.3.6, below) as well as DPCA Voting Representatives (as defined below) shall have observer status and be able to participate in meetings of the Executive Committee without voting privileges.

4.2 Gender Balance

To the extent practicable, the Officers shall be balanced as to gender. The Country Chair and the Country Vice Chair shall be of different genders. The delegation of DPCA Voting Representatives, must also be gender-balanced.

4.3 Responsibilities of the Officers

4.3.1 The Country Chair

The Country Chair shall be the chief executive officer and legal representative of DA Italy, shall call and preside at all meetings of members and of the Executive Committee, establish the agenda of such meetings, and shall be responsible for carrying out the programs, policies, and activities duly approved by the members and the Executive Committee. The Country Chair is also the primary Officer representing DA Italy in Democrats Abroad and shall attend Democrats Abroad Global and District meetings to the extent practicable, and in this capacity shall also be considered one of the Democratic Party Committee Abroad (DPCA) Voting Representatives for DA Italy.

The Country Chair and Country Vice Chair with the advice of the other Officers may allocate between themselves the duties of the Country Chair.

The Country Chair or any Officer delegated by the Country Chair to do so, shall be entitled to sit on all Standing and Ad Hoc Committees, with full voting privileges. Decisions or actions taken by the Country Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee. The Country Chair is an ex-officio member of Democrats Abroad and should attend meetings to the extent practicable.

4.3.2 The Country Vice Chair

The Country Vice Chair shall assist and support the Country Chair in the execution of the Country Chair's duties, and shall, in the absence of the Country Chair call and preside at meetings of members and of the Executive Committee. The Vice Chair shall be a member and represent DA Italy in Democrats Abroad at the Global and District level, shall attend meetings of such bodies to the extent practicable, and shall make and present monthly reports to the Executive Committee regarding the current activities of the Democrats Abroad leadership; as such, the Country Vice Chair is one of the DPCA Voting Representatives for Italy, in addition to sharing those responsibilities of the Country Chair allocated to the Country Vice Chair as provided in Section 4.3.1.

If the office of Country Chair shall become vacant, the Country Vice Chair shall assume the responsibilities of the Country Chair and a new Country Vice Chair shall be appointed by a two-thirds affirmative vote of the Executive Committee to serve out the remainder of the mandate,

provided that the newly appointed Country Vice Chair shall be a duly elected and voting member of the Executive Committee. Such appointment must be made within forty-five (45) days of the vacancy occurring. The Country Secretary will notify the Secretary of Democrats Abroad promptly upon the appointment of a replacement Country Vice Chair.

4.3.3 The Country Secretary

The Country Secretary shall take and archive minutes of Executive Committee meetings and all Annual General and Special Meetings of the members and maintain the current list of members of DA Italy. The Country Secretary shall maintain and safeguard all files and administrative records of DA Italy. The minutes of all meetings shall be made available to all DA Italy members without undue delay. The Country Secretary shall notify the members of the results of all national, district, and local DA Italy elections and of the admission or change in status of any district or local administrative unit of DA Italy. The Country Secretary shall be responsible for direct communication with members on matters that concern the entirety of DA Italy.

4.3.4 Country Treasurer

The Country Treasurer shall manage the finances of the association, prepare a budget and cash flow forecast as required by the Country Chair for approval by the Executive Committee, request and receive financial periodic reports from the Chapters, conserve such financial reports, and make them available to members upon request, make and maintain such financial reports as may be required by law, and have joint signature authority with the Country Chair on all DA Italy bank accounts. All such records shall be available for review by the Executive Committee and by the International Treasurer of Democrats Abroad. The Country 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).

The Country Treasurer shall be available to consult with any district or local administrative unit of DA Italy regarding fundraising activities for projects and activities and access to potential donors.

4.3.5 Country Counsel

The Country Counsel shall be available for consultation by the Executive Committee and the Chapters on legal and procedural questions relating to DA Italy and its activities. The Country Counsel shall consult with the International Counsel from time to time on relevant matters, including notably questions on voting issues and financial record keeping and compliance with the rules of the United States Federal Elections Commission (and any successor thereto) by DA Italy and its activities. The Country Counsel with the Country Chair shall ensure the association is in compliance with Italian laws and regulations.

4.3.6 Ad Hoc Officers

The Executive Committee may from time to time appoint with a two-thirds affirmative vote various Ad Hoc Officers or Chairs of Ad Hoc Committees. Such officers may include, but are not limited to, Communications Coordinator, Fundraising Chair, Database and IT Manager, GOTV Officer, Events Coordinator, Membership Outreach/Volunteer Coordinator. Ad Hoc Officers serve at the pleasure of the Executive Committee and may be removed from office by a majority vote of the Executive Committee. Ad Hoc Officers serve as non-voting ex-officio members of the Executive Committee.

4.4 Term of Office

Elected Officers of the Executive Committee shall be elected every two years in odd-numbered years at the Annual General Meeting. 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, nor may any person serve more than 12 years in the same position over a lifetime. An incumbent may be nominated and elected for a third term for the same office in the event that no other member agrees to be a candidate.

4.5 Expiration of Term

The terms of all elected Officers of the Executive Committee shall automatically expire upon the election of new members in accordance with the foregoing paragraph. The terms of any appointed Committee Officers shall expire upon expiration of the term or replacement of the appointing party.

4.6 Vacancies

Upon the resignation, removal, death, or disability of any Officer, the vacancy shall be filled at the next quorate meeting of the Executive Committee by a majority of the members present and voting. Upon removal of any Officer, a replacement shall be designated simultaneously with such removal by the Executive Committee. The Country Secretary will notify the Secretary of Democrats Abroad promptly upon the removal and/or replacement of any elected officer.

4.6.1. Resignation from Office

- (i) Any DA Italy office holder (whether at the Country, District, or Local level) may resign by written (including email) notice given to the Country Chair or Country Secretary or the Chapter Chair as appropriate.
- (ii) Any officer who does not participate at four (4) consecutive meetings without justifying their absence will be considered to have resigned, and their office considered vacant.

4.6.2 Removal from Office or Membership for Cause

- (i) After notice and opportunity for hearing and upon grounds found by three-fifths of the Executive Committee present and voting to constitute good and sufficient cause, the Executive Committee may remove any member of DA Italy from any office that such member may hold in DA Italy (including without limitation any elected office) and/or membership in DA Italy.
- (ii) The rules for such hearing shall be those from time to time in effect with Democrats Abroad and shall provide for the right to an adequate defense.
- (iii) Hearings for removal shall be closed to the public in order to avoid the embarrassment of the member subject to the proceedings or if confidentiality is otherwise desirable unless the member subject to the proceedings demands that the hearing be open to the public.
- (iv) Pursuant to the Charter of Democrats Abroad, the Country Chair or Country Vice Chair of DA Italy may be removed from membership in Democrats Abroad. In this event, the Country Chair or Country Vice Chair shall also be removed from office in DA Italy automatically and the vacancy created by such removal shall be filled promptly by the Executive Committee, who shall appoint the replacement from among the members of the Executive Committee, to serve until the next elections conducted under Article 11.

ARTICLE 5: EXECUTIVE COMMITTEE RESPONSIBILITIES AND MEETINGS

5.1 Responsibilities

The Executive Committee shall be responsible for the conduct of the affairs of DA Italy in accordance with these Bylaws, resolutions of the Executive Committee and the members, and the policies of the Democratic National Committee and of Democrats Abroad. The Executive Committee is the principal administrative and legal organ of DA Italy, and generally oversees all its operations.

5.2 Schedule of Meetings

Meetings of the Executive Committee shall be held at least once every calendar month if practicable. The Country Chair shall notify the members in advance of the time and place of each scheduled monthly meeting. Special meetings of the Executive Committee may be called by majority of the elected members of the Executive Committee. The Executive Committee may act in meetings, by telephone, by video conference, by email, or by other written or electronic means. Decisions taken by the Executive Committee shall be by simple majority vote of those present in person or proxy or participating by approved real-time electronic means at any quorate meeting of the Executive Committee; or if such vote is taken by e-mail or other written form, by simple majority of the entire Executive Committee. In the event of a tie, the Country Chair shall have the casting vote.

5.3 Quorum; Proxies

A quorum of the Executive Committee shall be present in person at any meeting in order to make decisions and shall consist of a simple majority of the elected and voting members of the Executive Committee provided that to constitute a quorum those present shall include the Country Chair or Country Vice Chair and at least two persons who are either Chapter Chairs or Chapter Vice Chairs, representing at least two thirds of the Geographic Districts. A member shall be counted as present if physically present or connected by telephone, video-conference, or other similar electronic means allowing full participation in the deliberations of the meeting. Proxies shall be permitted, but shall not be counted for purposes of determining a quorum. Written proxies shall be signed and submitted to the presiding officer and recorded in the minutes and may be general or limited. No member of the Executive Committee may vote in more than one capacity, save any proxy vote expressed by such member. No member of the Executive Committee may hold more than one proxy.

5.4 Notice of Meetings; Action Without Meeting

Written notice of meetings including a description of resolutions or other action proposed to be taken shall be given by the Country Secretary to all members of the Executive Committee (voting and non-voting) by email at least 5 days prior to regular or special Executive Committee meetings, provided that a shorter notice period (not less than 2 weekdays excluding public holidays in Italy) may be determined by the Country Chair if circumstances require a special meeting. In exceptional circumstances determined by the Country Chair, action taken at a meeting without the required notice or written resolutions adopted by members in the absence of a meeting may be subsequently ratified by the unanimous written consent of all elected members of the Executive Committee and treated as action taken at a meeting duly called and quorate.

5.5 Code of Conduct

Members of the Executive Committee are expected to adhere to the Democrats Abroad Code of Conduct and other procedures and policies defined by Democrats Abroad.

5.6 Open Meetings

Meetings of the Executive Committee shall be open to members of DA Italy unless the Country Chair or Country Vice Chair presiding determines that it is in the best interest of DA Italy to limit participation to Executive Committee members. The schedule of regular Committee meetings shall be announced in advance to the general membership. Minutes of meetings shall be provided to the Country Secretary and minutes of open meetings will be distributed to DA Italy members on request. Deliberations taken at open meetings shall be broadcast by telephone conference or online media wherever practical.

ARTICLE 6 – GEOGRAPHIC DISTRICTS, CHAPTERS, AND OTHER ADMINISTRATIVE UNITS

6.1 Establishment of Geographic Districts and Chapters

For internal administrative purposes and internal coordination of DA Italy, the Executive Committee may designate certain territorial areas within the Territory as Geographic Districts in recognition of membership growth and population.

6.2 Geographic Districts

The initial three Administrative Districts of DA Italy are North, Central, and South. The Executive Committee may increase the number of Geographic Districts to no more than eight and may revise the existing Districts in response to demographic changes of the membership.

6.3. Chapters

Each District shall have a Chapter. The initial Chapters are: Milan in the North District, Florence in the Central District, and Rome in the South District.

Each Chapter shall have its own Executive Board composed of a Chair, Vice Chair, Secretary, Treasurer, and any other officers it deems necessary elected from among the membership of the District, and each of these officers is invested with duties and responsibilities similar to those described for the Country Committee Officers. The Chair and Vice Chair of Chapters will be Voting Members of the DA Italy Executive Committee; other elected officers are non-voting ex-officio members of the DA Italy Executive Committee

Chapters have as their primary responsibilities (1) the communication to its membership of information pertinent to Democrats Abroad, DA Italy, the Democratic National Committee, or its own operations; (2) planning and delivering Get Out The Vote (GOTV) information and activities, including but not limited to voter registration, absentee ballot requests, and voter ballot assistance; (3) the maintenance of its own membership database, in consultation with the DA Italy Country

Secretary; (4) membership growth throughout the District, including but not limited to the formation of Precincts or Local Action Committees where warranted; (5) planning and delivering any social or fundraising activities for its members it deems appropriate provided that such activities conform to all the regulations and provisions of the Charter of Democrats Abroad and the Democratic National Committee, as well as pertinent U.S. and Italian Law.

6.4 Precincts

Within a District, Precincts may be established, sponsored, and advised by the Chapter, and duly recognized by the Executive Committee of DA Italy.

6.4.1. Status of Precincts

The Precinct, upon its recognition by the Executive Committee shall elect a Chair, Secretary, and any other officers deemed necessary. Members of a Precinct may also cast votes for the officers of the sponsoring Chapter. The Precinct Chair shall participate as a non-voting member in scheduled Executive Committee meetings, and as a voting member of the sponsoring Chapter Executive Board. Precinct Chairs may call upon the Officers and other resources available to Chapters and the Country Committee for purposes of member outreach, event promotion, GOTV activities, and publicity. In the application for Precinct recognition, the Chair of the sponsoring Chapter shall confirm its responsibility to provide reasonable organizational support and mentoring for the development of the new Precinct; however, the Precinct is also a quasi-autonomous administrative unit of DA Italy situated within an administrative Geographic District, and as such may adopt rules or policies of its own and practice its own self-governance to the extent practicable, provided that such is in conformity with these Bylaws and the those of Democrats Abroad and the Democratic National Committee, as well as U.S. and Italian Law.

6.4.2 Establishment of Precincts

The Executive Committee may from time to time within its discretion recognize Precincts on its own initiative or on the recommendation of an existing Chapter within the District where the Precinct is to be established.

To be considered for recognition, Precincts shall have a minimum of fifteen (15) members with a residential address within the boundaries of the proposed Precinct. A petition for recognition signed by fifteen (15) valid members residing within the proposed boundaries of the potential Precinct shall be submitted either to the Chair of the Chapter or to an elected Officer of the Executive Committee of DA Italy for consideration.

Within thirty (30) days of recognition of the Precinct by the Executive Committee, the members shall elect a Chair and Secretary and any other officers deemed necessary of the Precinct, who shall serve in such capacity until the next regular election cycle for Chapter officers. Precinct elections shall be conducted and held in a manner consistent with the procedures for elections of DA Italy officers. The Executive Committee may review the conduct of Precinct nominations and elections if issues are raised by members.

The recognition and creation of the new Precinct shall be subject to ratification by the members at the next general or special meeting of DA Italy.

6.4.3. Dissolution of Precincts

The Chair of the sponsoring Chapter of the District may determine that the activity or membership of a Precinct is insufficient to support its continuation. Upon such determination, the Executive Committee may dissolve any dormant Precinct upon recommendation of the Chapter or of the Country Chair, or may allow it to remain dormant for a period not to exceed two (2) years, during which time the Chapter of the District will endeavor to revivify it.

6.5 Local Action Committees

In order to promote membership growth and GOTV activity, Chapters may from time to time establish Local Action Committees within their District, in locations where Americans are present but there is insufficient membership to warrant the creation of a Precinct. Local Action Committees may eventually grow into a Precinct, or they may be transitory. A Local Action Committee may be formed when five (5) members of the same locality present a petition for recognition to the Chapter which is then approved by the DA Italy Executive Committee. Upon recognition, members should elect a Local Committee Chair and Secretary, and any other officers they deem necessary. Local Committee Chairs shall be non-voting members of the Chapter Executive Board, and may likewise attend meetings of the DA Italy Executive Committee in a non-voting capacity.

6.6 Administrative Rules

All administrative units—the Executive Committee, Chapters, Precincts, Local Action Committees, as well as Ad Hoc Committees established by the Executive Committee-- may but are not obligated to adopt written rules concerning membership or procedural matters deemed by the unit to be necessary or desirable. Any written rules adopted by a Chapter shall be sent to Country Counsel for review and assistance, and shall be approved by the Executive Committee.

6.7 Voting Stations and GOTV Activities

Chapters, Precincts, and Local Action Committees shall be responsible for managing at least one local voting station during DNC Global Presidential Primaries, for organizing and participating in GOTV activities during election years, and for distributing campaign information to interested parties, in addition to any other useful activities they wish to undertake.

6.8 Minimum Chapter and Precinct Membership; Other Considerations

Unless otherwise decided by the Executive Committee, a Chapter must, by way of guidance, have at least 250 members of DA Italy having an address within the District.

After the initial petition for recognition is approved by the DA Italy Executive Committee, Precincts must, by way of guidance, have at least 30 members of DA Italy having an address within the boundaries, provided that the Executive Committee may consider other factors such as the number of members requesting, location, vitality of the membership, assessment of the organizational action plan for the first year, and other criteria as may be deemed relevant by the Executive Committee.

Precincts consistently falling below the 30-member minimum membership may be consolidated with another Precinct within the same District, declared dormant, or dissolved by the Executive Committee. The Chair of the sponsoring Chapter may determine that the activity or membership of

a Precinct is insufficient to support its continuation. The Executive Committee may dissolve any dormant Precinct upon recommendation of the Chair of the sponsoring Chapter.

Local Action Committees need only have five active members, and may be declared dormant at any time, either by the Chapter or by the Executive Committee.

6.9 Elections

Each Chapter shall elect a Chair, Vice Chair, Treasurer, Secretary and any additional officers they deem necessary. Elections of Chapter Officers shall be held during each odd-numbered year, no later than April 1.

Each Precinct and Local Action Committee shall, upon recognition of the Executive Committee, elect a Chair and a Secretary, and any other officers they deem necessary, no later than 30 days following recognition, and thereafter during odd-numbered years, no later than April 1.

Chapter and Precinct elections shall be conducted and held in a manner consistent with the procedures for elections of DA Italy officers. Because of their small size and transitory nature, Local Action Committees may elect their officers in a manner that is consistent with the generally recognized practices of democratic elections. The Elections Board may review the conduct of Chapter, Precinct, and Local Action Committee nominations and elections if issues are raised by members.

6.10 Meetings

Chapter and Precinct meetings shall be held at least monthly if practical and shall be open to all respective members. The Chapter Secretary shall record and distribute minutes of regular meetings to Chapter members and to the DA Italy Country Secretary. The Chapter and Precinct Chair or Vice Chair shall endeavor to participate in all scheduled meetings of the Executive Committee.

6.10.1 Quorum for Meetings

A quorum for a Chapter meeting shall be four (4) members, present in person or by electronic means, except for election meetings, where a quorum shall consist of the lesser of ten (10) members or one-half of the members present in person or by electronic means.

A quorum for a Precinct meeting shall be three (3) members, present in person or by electronic means, except for election meetings, where a quorum shall consist of the lesser of eight (8) members or one-half of the members, present in person or by electronic means.

6.11 Chapter Chairs

The Chapter Chair shall, in coordination with the Executive Committee of DA Italy, be the chief executive officer of the Chapter and general manager of the District, shall call and preside at all Chapter meetings, establish the agenda of such meetings, provide assistance to Precincts and Local Action Committees located within the District, and generally have responsibility for all Chapter activities approved by the Executive Committee in support of the mission of DA Italy. Chapter Chairs are elected by members of the entire District to which the Chapter refers, no later than 30 days after the Annual General Meeting of DA Italy.

6.12 Chapter Treasurers

Each Chapter Treasurer shall be subject to the supervision of the Country Treasurer and the Chapter Chair, and shall at all times abide by these Bylaws, the Charter of Democrats Abroad, and that of the Democratic Party, as well as all applicable US federal laws governing campaign finance. Each Chapter Treasurer shall oversee the finances of any Precincts and Local Action Committees within the District.

ARTICLE 7. MEETINGS GENERALLY

7.1 Method of Holding Meetings

General and special meetings of the membership and meetings of the Executive Committee, the Chapters, the Precincts, the Elections Board, and any Committee or other organ established pursuant to these Bylaws may be held in person or by telephone, video conference, internet-conference, or other electronic means, provided in all cases that the technology for conducting the meeting is available to all voting members and permits an adequate means of access to deliberations.

7.2 Membership Meetings; Annual General Meeting

The Annual General Meeting of the membership of DA Italy shall be held on or before April 30th of every year. Written notice of the date and place and agenda of such meeting shall be sent by the Country Secretary by email or mail to the registered address of every member at least 30 days prior to such meeting. Special meetings of the members may be called by the Executive Committee (by vote of the majority of Officers including the Country Chair or Country Vice Chair) with not less than five days written notice.

The Annual General Meeting and special meetings of the members will be held by different Chapters of DA Italy on a movable basis, as determined by the Executive Committee, and shall be organized in a way to allow members to participate in person, by proxy, or electronically. At the Annual General Meeting a report of the activities of DA Italy since the previous Annual General Meeting shall be presented along with such other reports as the Executive Committee may deem appropriate, including a report on the association's finances over the preceding fiscal year. In odd-numbered years, the officers of DA Italy shall be elected at the Annual General Meeting.

All General Membership Meetings and meetings of the Executive Committee, of the Chapters, and of the Precincts shall be open to all members of DA Italy unless the Country Chair (or relevant presiding officer, as the case may be) determines that it is required in the best interest of DA Italy to limit attendance to members of the body in question.

7.3 Conduct of Meetings; Robert's Rules of Order Revised

All meetings of the members of DA Italy 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 presiding officer 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.

7.4 Voting at Meetings

Voting in all meetings at which official business is conducted may be by show of hands, roll call, written ballot, or electronic means, and in all events shall be open and may not be secret and, if in written format, must be signed either physically or electronically in order to permit identification of the person voting and inspection by all interested parties. All members who have joined at least 15 days prior to a given meeting shall have the right to cast one vote.

7.5 Quorum

The quorum required for any meeting of the DA Italy membership at which official business is conducted shall be at least thirty (30) members, provided, however, that if one hour after the time scheduled the number is less, the quorum shall be reduced to twenty (20) members. A member shall be counted as present if physically present or connected by telephone, videoconference, or other similar electronic means allowing access to the deliberations of the meeting.

ARTICLE 8. PROXY VOTING

8.1 Executive Committee Meetings

Except as otherwise provided in the Charter of Democrats Abroad in respect of proxies by officers and Voting Representatives, voting proxies within DA Italy may be used only in Executive Committee meetings and similar meetings in Chapters which have created management boards and have authorized the use of proxies under their Chapter Rules. Proxies shall be recorded with the minutes of such meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or electronically. The proxy shall name the committee or board member to whom the proxy is being given and may be (i) either general or limited, and (ii) uninstructed or instructed. Proxies may not be used to determine whether a quorum is present. No member can carry more than one proxy.

8.2 Voting in Single Capacity

No member of any committee or board (including the Executive Committee) shall be entitled to vote at meetings of such committee in more than one capacity (other than by permitted proxy).

8.3 No Proxies

Except as provided in these Bylaws, the use of proxies by DA Italy members in meetings for elections or removal of officers or Voting Representatives or amendments to these Bylaws is prohibited.

ARTICLE 9: PARTICIPATION OF DPCA VOTING REPRESENTATIVES IN DEMOCRATS ABROAD MEETINGS

9.1 Participation

The Charter of Democrats Abroad (Article 2 and Article 3) and the DNC provide for participation of DA Italy and other Country Committees in certain conventions, meetings, and candidate and policy selection. Membership in Democrats Abroad and voting rights are allocated to the Country Chair, the Country Vice Chair, and the Voting Representatives elected by the members of DA Italy at the Annual General Meeting. The number of votes allocated to DA Italy is based upon a calculation made by the Executive Committee of Democrats Abroad pursuant to Section 5.4 of the Charter of Democrats Abroad, and should be notified to the Executive Committee on or before February 15 of each year. The Country Chair and Country Vice Chair shall each have one vote and the remainder shall be assigned equally to the Voting Representatives. The Country Chair and Country Vice Chair and all Voting Representatives shall be present in person, by teleconference, or by proxy at all meetings of Democrats Abroad at which they are eligible to cast votes.

9.2 Voting Allocation

Once the voting allocation for DA Italy is determined by Democrats Abroad and the number of Voting Representatives allocated to DA Italy is known, the Executive Committee will notify the Chair of the Elections Board. If the number of Voting Representatives allocated by Democrats Abroad to DA Italy should increase following the notice of elections by the Elections Board pursuant to Articles 11.1 and 11.2 hereof, thereby creating a vacancy, or if the total number of votes should otherwise come to exceed the number of elected Voting Representatives, or if a Voting Representative leaves a post vacant for whatever reason, then such vacancy shall be filled pursuant to Article 9.6 below.

9.3 Gender Balance

Voting Representatives are required under the Democrats Abroad Charter to be elected in accordance with the gender balance rules of Democrats Abroad. If the number of votes allocated to Voting Representatives is odd, then the top recipient of votes of the gender different from that of the Vice Chair shall be declared to be a Voting Representative, and the remaining even number shall be won by the top male and top female vote recipients in equal number. Alternate Voting Representative positions may also be elected and filled in this manner, as permitted by the Democrats Abroad Charter.

9.4 Information for Voting Representatives regarding Executive Committee Meetings

Voting Representatives shall be notified by the Country Chair of all Democrats Abroad communications to and from the Country Chair or other Officers, including but not limited to matters upon which Voting Representatives will be entitled to cast votes. Voting Representatives may but are not required to participate in Executive Committee meetings, provided that in the event Executive Committee business pertains to issues likely to be voted on by Voting Representatives the Country Chair will timely notify Voting Representatives that their participation is required. Voting Representatives other than elected Officers and Chapter Chairs have no right to vote on Executive Committee business.

9.5 Proxies

In the event that any Officer or Voting Representative is permitted and required by circumstances (absence, illness, scheduling conflict, etc.) to issue its voting proxy to an Officer or Voting Representative or another person, such Officer or Voting Representative will notify the Country Chair, shall require such proxy grantee to undertake in writing to cast its vote as duly directed by the issuer of the proxy, and deliver a copy of the proxy and signed mandate to the Country Chair. Any additional rules for proxies established by Democrats Abroad shall be respected. No one who is a Voting Representative shall hold more than one proxy.

9.6. Filling of Voting Representative Vacancies

Voting Representative vacancies shall be filled at the next quorate meeting of the Executive Committee by a majority vote of the members present. Upon removal of any Voting Representative, a replacement shall be designated simultaneously with such removal by the Executive Committee. First consideration shall be given to Alternate Voting Representatives (if any); any member of DA Italy in good standing is eligible for consideration.

ARTICLE 10. OTHER REPRESENTATIVES TO DEMOCRATS ABROAD

In addition to the Country Chair and the Country Vice Chair and the Voting Representatives, the members of DA Italy shall elect such other representatives to Democrats Abroad as is required or permitted by the Democrats Abroad Charter, including pursuant to any plan adopted by Democrats Abroad for the purposes of sending a delegation to any Democratic National Convention or conference.

ARTICLE 11. ELECTIONS

11.1 Elections Board Selection

Elections of DA Italy Officers, Voting Representatives, and Chapter, and Precinct, or Local Action Committee Officers shall be overseen by an Elections Board comprised of a chair, and a minimum of three and a maximum of five members, appointed by the Country Chair and approved by the Executive Committee no later than January 15th of in odd-numbered years. In performing its tasks, the Elections Board shall be mindful of the desirability of promoting diversity among the candidates. No more than one member of such Elections Board may be a member of the Executive Committee, and no member of the Elections Board may be a candidate in the elections administered by it. The Elections Board shall call for candidacies and make a report to the Executive Committee or the Chapter or Precinct Officers, as the case may be.

11.2 Country Officers and Voting Representatives

For DA Italy Officers and Voting Representative Elections, any member of DA Italy may declare her or his candidacy for any office for which the member is eligible at any time by giving notice thereof to the chair of the Elections Board on or before March 1st of each odd-numbered year. Any person failing to give timely notice as herein provided shall not be eligible for inclusion on the ballot. Candidacy declarations for Voting Representatives shall include an acknowledgement of the duties

of Voting Representatives and an undertaking to participate in person or by teleconference in Democrats Abroad meetings at which Voting Representatives are expected to participate or to cast votes.

11.3 Chapter, Precinct, and Local Action Committee Elections

Chapter, Precinct, and Local Action Committee Elections shall take place not later than thirty days after the Country Elections and shall be conducted in a manner similar to the rules and procedures for elections of Country Officers. The Elections Board shall have the right to review and approve any nomination and election rules adopted by a Chapter or Precinct or Local Action Committee.

11.4 Function of Elections Board

The Elections Board shall ensure, with the assistance of the Executive Committee, Chapter, and Precinct Officers as the case may be, that all members of DA Italy or the Chapters or Precinct or the Local Action Committee are fully informed of the opening of the nominations process and of the elections. Members of DA Italy with email addresses may be informed by email with, as appropriate, links to the DA Italy website and any electronic voting system. DA Italy members for whom no email address is on record may be provided with the same information and notices by postal delivery or other reasonable means.

The Elections Board shall decide, from time to time, in view of local circumstances and to promote the greatest participation, whether the elections shall be conducted (i) by mail ballot or by electronic processes to be counted at the election meeting, (ii) by in-person vote, or (iii) a combination of the foregoing, and shall adopt the rules with respect to the election.

11.5 Notice of Election

Notice of an election shall be given no less than 30 days in advance by email (or postal delivery or other reasonable means if the member has no valid email address on file) and by posting on the DA Italy website. Such notice shall give the names of all candidates for election and such contact information as the candidate wishes to make public. Each candidate for election may provide the Chair of the Elections Board with a statement of candidacy no later than 30 days preceding the election. The Elections Board shall post such statements of candidacy on the DA Italy website and send them to the members no later than 15 days preceding the election by email (where available) or by postal delivery; it being provided that for members without email, the regular mail notification sent to such members shall include information about where such candidacy statements can be found on the DA Italy website. Candidacy statements may be in written or multimedia format, in conformity with the content, length, and standards the Election Board may in advance determine. For Officer positions requiring competencies and skills, the Elections Board may require that candidacy statements include relevant educational and professional credentials and work experience. For Voting Representative positions the Election Board may require the candidacy statement to include an undertaking by the candidate if elected to participate and vote in Democrats Abroad meetings and to remain current on Democrats Abroad activities and issues upon which they may be required to deliberate and vote.

11.6 Conduct of Elections

All elections may be conducted, to the extent practicable as determined by a vote of the Executive Committee, by secure electronic vote permitting the identification by name of each voting member

and the votes cast by such voting member (pursuant to Democratic Party rules requiring open and public elections and including, where relevant, any applicable rules permitting write-in candidates and nominations from the floor), provided that paper ballots shall be available to all members of DA Italy. All paper ballots shall be signed. Voting may take place at a Voting Center or Centers designated by the Elections Board or by absentee ballot. No vote shall be cast by proxy.

If the elections are to be conducted by mail and/or by electronic processes, any member of the association wishing to run for office and not nominated by the Nominating Committee shall declare his/her candidacy by letter, fax, or email addressed to, and received by, the Chair of the Nominating Committee at least fourteen (14) days before the meeting at which an election is to be held. The Chair shall send ballots by mail, fax, or email to the membership of the association no earlier than thirteen (13) days before the election meeting and no later than five (5) days before such meeting.

If the elections are to be held by mail and/or electronic means, no nominations may be made from the floor except when there is no declared candidate for an office to be filled. If the elections are to be conducted by in-person vote, nominations for all positions to be filled may be made from the floor of the election meeting.

11.7 Mailed Ballots Deadline

Ballots sent by postal service in all elections shall be postmarked no later than two calendar days immediately prior to the day on which the Executive Committee (or the Chapter or Precinct Officers) shall have fixed as the day the Elections Board shall count the votes and declare the results of the particular election (the "Election Day"). Ballots that are not postmarked at least two days prior (not counting Sundays or bank holidays) to Election Day shall be disregarded by the Election Board; the Elections Board may make such exception as it deems reasonable based upon events or circumstances such as labor strikes, or natural or human-caused disasters that disrupt postal delivery service in Italy.

11.8 Election Determined by Plurality Vote

All elections shall be determined by a plurality of votes of the members voting.

11.9 Rules and Procedures

The Elections Board, in consultation with the Executive Committee, shall have authority to establish such rules and procedures for the distribution, receipt, and tabulation of ballots as the Elections Board deems necessary for the conduct of elections.

11.10 Security

Hard copies of the ballots shall remain unopened until the date of such meeting, when the Elections Board is scheduled to count the votes. The Elections Board shall open and tally such ballots with the aid of appointed tellers at the meeting called for such purpose. Voted ballots may be returned by mail or scanned and transmitted electronically in non-modifiable format to the address or internet site indicated by the Chair of the Elections Board. If technological developments permit, internet voting or other electronic voting methods may be used to substitute for the methods above described, including for example voting on the DA Italy website.

11.11 Challenges to Elections

- (i) Challenges to the election of any office holder or Voting Representative of DA Italy shall be submitted to the Elections Board, which shall, if necessary, refer the matter to the newly elected Executive Committee for resolution unless the newly elected Executive Committee cannot achieve a quorum without any individuals whose election is subject to challenge, in which case the Elections Board shall refer any challenges to Democrats Abroad for decision or an opinion as to how to adjudicate the challenge. The Elections Board shall cooperate with the Executive Committee or, as the case may be, Democrats Abroad in adjudication of any challenge to any elections.
- (ii) Such challenges shall be filed no later than thirty (30) days following the election being challenged by written notice to the Elections Board. The Elections Board shall promptly inform the person whose election is being challenged as well as the Executive Committee and the Chapter Chair or Precinct Chair, as the case may be. In determining any such challenge, the Elections Board shall use the rules adopted by Democrats Abroad for such challenges, *mutatis mutandis*.

ARTICLE 12 - AMENDMENTS

These Bylaws may be amended by the general membership of DA Italy by an affirmative vote of two-thirds of those voting at a regularly constituted meeting called in accordance with the procedure set out in Section 7.5. Written text of any proposed Amendments shall be distributed to all DA Italy members with the advance notice of the general meeting where such amendments will be discussed or voted upon.

ARTICLE 13 – DISTRIBUTION OF ASSETS; LIQUIDATION

At no time, including upon liquidation, shall any funds or other assets of Democrats Abroad Italy be distributed to any individual. In liquidation, they may be devolved upon associations with similar purposes, such as Democrats Abroad, or the Democratic National Committee.

ARTICLE 14 – LANGUAGE

These Bylaws have been adopted by vote of the members in both the Italian and English languages. In the event of a conflict between the Italian and the English versions of these Bylaws, the Italian version shall prevail. All notices and other communications to and from members and resolutions and other written actions taken at meetings shall be solely in the English language.