

Committee Bylaws

DEMOCRATIC PARTY COMMITTEE IN THE NETHERLANDS

Adopted on February 27, 2022



Article I Name and Statutory Seat

- 1.1 The name of the organization is: DEMOCRATS ABROAD NETHERLANDS, and shall hereinafter be referred to as "DANL".
- 1.2 The statutory seat of DANL shall be Amsterdam.

Article II Purpose & Relationship to the Democratic Party & Democrats Abroad

- 2.1 DANL is a member in good standing of the Democratic Party Committee Abroad ("Democrats Abroad" or the "DPCA"), as a Country Committee within Democrats Abroad.
- 2.2 The purposes of DANL shall be:
 - 2.2.1 to advance the interests of the Democratic Party of the United States and of Democrats Abroad; and
 - 2.2.2 to provide its Members with a forum and opportunities to pursue political interests and appropriate action.

Article III Membership

- 3.1 Each member of DANL must meet all four of the following qualifications:
 - 3.1.1 be a citizen of the United States;
 - 3.1.2 be of voting age, which for the purposes of these By-Laws shall mean having attained the age of eighteen (18) years by the first Tuesday following the first Monday of the first November to follow the date of a member joining;
 - 3.1.3 subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad; and
 - 3.1.4 reside in the Netherlands.
- 3.2 Any member who the Executive Committee determines to no longer meets any one or more of the above qualifications shall automatically cease to be a member. Upon regaining eligibility any such former member may be reinstated on the same conditions as a new member.
- 3.3 By joining Democrats Abroad Netherlands, a member implicitly consents to having his or her name; mail and e-mail addresses; telephone and fax numbers; U.S. voting district/State; and other information contained on DANL's membership list delivered to the DPCA, and to such lawful use thereof as the DPCA may from time to time make.

3.4 The current membership list maintained by the Secretary pursuant to Article VII shall be delivered annually to the appropriate officers of the DPCA in such form and format as the DPCA shall from time to time instruct.

3.5 Recognizing the diversity of the membership of the Democratic Party and of its members residing in The Netherlands, the organization shall strive to meet the diverse individual interests and needs of all members of the organization.

Article IV Officers

DANL shall have five Officers: a Chair, Vice-Chair, Secretary, Treasurer, and Counsel to the Committee. The Chair and Vice-Chair shall not be of the same gender.

Article V Chair

The Chair shall be the chief executive officer of DANL; shall call and preside at all meetings of the membership and of the Executive Committee; and shall have overall responsibility for all activities approved and conducted by DANL. The Chair shall be an ex-officio member of all committees, with full voting privileges thereon.

Article VI Vice-Chair

In the absence of the Chair, the Vice-Chair shall preside at general membership meetings and meetings of the Executive Committee; and may attend and vote at meetings of committees in the Chair's absence. The Vice-Chair shall further have such other duties as the Chair shall define and delegate.

Article VII Secretary

The Secretary shall maintain a current list of the members of DANL, which shall include a member's name; mail and e-mail addresses; telephone and fax numbers; U.S. voting district/State; and such other information as the DPCA may from time to time require. The Secretary shall take minutes or all membership and Executive Committee meetings, and all files and administrative records of DANL.

Article VIII Treasurer

The Treasurer shall manage the finances of DANL; prepare periodic financial reports to the membership; and prepare and maintain such financial reports as may be required by law, including without limitation any laws and regulations of the United States and the several States applicable to political parties and contributions to them.

Article IX Counsel

The Counsel shall advise the Executive Committee and its individual officers on legal and procedural questions relating to DANL and its activities. The Counsel shall consult with the

International Counsel from time to time on emergent matters, when needed or requested by the Chair or the Executive Committee.

Article X Other Officers

The Chair may appoint assistant or honorary Officers, each having such duties as the Chair shall designate. Such appointments shall be subject to ratification by the Executive Committee at the first meeting of the Executive Committee following an appointment.

Article XIA Voting Representatives to the DPCA

11.1 Description: The members of DANL are represented in the DPCA by the Chair and Vice-Chair of DANL and such Voting Representatives as may be authorized by the DPCA Charter. DPCA votes are allocated to DANL 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 Representatives (or by their valid proxies).

11.2 Duties: Voting Representatives may also be, but need not be, elected members of the DANL Executive Committee. Voting Representatives are expected to attend meetings of the DANL Executive Committee 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.

11.3 Election: The Voting Representatives shall be nominated and elected in the same manner and at the same time as the DANL Executive Committee officers. Voting Representatives may be removed by a two-thirds vote of the members of the Executive Committee present at an Executive Committee meeting for any breach of fiduciary duty or other unacceptable conduct that seriously harms the interests of DANL, the DPCA, or the Democratic Party of the United States of America.

11.4 Term: Subject to term limits of article 14 of these articles, DPCA Voting Representatives shall serve for terms of two years or until successors are elected or they resign or are removed from office.

11.5 Gender: Gender balance rules of the Democratic Party apply to the Voting Representatives. Persons whose gender is non-binary may be elected as Voting Representatives and non-binary persons may be elected in any number up to the total number of Voting Representatives to be elected. For all members of the DPCA Voting Delegation (consisting of the Chair, Vice Chair, and Voting Representatives), the number of persons with a binary gender shall, to the maximum extent possible, be balanced between males and females.

11.6 Gender (Continued): With respect to the members of the DPCA Voting Delegation (consisting of the Chair, Vice Chair, and Voting Representatives), members of the said delegation shall have an equal number of males and females except where the combined total of male and female members of the DPCA Voting Delegation is an odd number because of (a) the size of the DPCA Voting Delegation being an odd number and/or (b) the election of one or more persons of a non-binary gender. Where it is permitted under this section to allow a

difference between the total number of males and females in the DPCA Voting Delegation, the difference shall only be one.

11.7 Number of Voting Representatives: The number of Voting Representatives shall be established by the Executive Committee of DANL within the terms allowed by the DPCA Charter.

11.8 Allocation of DPCA Votes: The DPCA votes allocated to DANL from time to time shall (to the extent possible) be allocated evenly among the Chair, the Vice Chair and all Voting Representatives, such that each of these persons has exactly one vote as long as such allocation is permitted or required by the DPCA Charter. However, nothing in these Bylaws shall restrict the use of proxy voting in the manner and extent allowed by the DPCA.

11.9 Where the DPCA determines in accordance with the Charter of the DPCA that a Voting Representative has ceased to be a member of the DPCA, such determination shall be deemed to be a resignation by the respective Voting Representative, giving rise to a vacancy. However, such a deemed resignation shall apply only to an order of suspension and shall not apply to a temporary suspension pending further investigation or action by the DPCA.

11.10 Where a vacancy arises for a Voting Representative before the next-following Election Meeting of the AGM, the DANL Chair may appoint an elected Non-Voting Representative to fill the remainder of the term as voting representative, subject to approval by majority vote of Executive Committee members present at the next-following meeting of the Executive Committee, provided that the gender of the person chosen must be such as will comply with the gender balance requirements that apply to the election of Voting Representatives under these bylaws and the gender balance requirements imposed by the Charter of the DPCA.

11.11 Vacancies (continued): Where there is not a Non-Voting Representative available to be appointed pursuant to Section 6.10 or the only Non-Voting Representatives available would, if appointed, result in breach of gender balance requirements, The Chair of DANL may choose a member of DANL to fill the remainder of the term, to be confirmed by a majority vote of the Executive Committee.

ARTICLE XIB. NON-VOTING REPRESENTATIVES

11.12 Description and duties: DANL shall elect a number of Non-Voting Representatives to the DPCA to the extent allowed by the DPCA Charter. Non-Voting Representatives are expected to attend meetings of the DANL Executive Committee at which issues relevant to DPCA are on the agenda. They are expected to attend all DPCA meetings at which they are entitled to participate, either electronically (using methods approved by the DPCA) or in person.

11.13 Election: The Non-Voting Representatives shall be nominated and elected in the same manner and at the same time as the DANL Officers. Non-Voting Representatives may be removed by a two-thirds vote of the members of the DANL Executive Committee present at an Executive Committee meeting for any breach of fiduciary duty or other unacceptable conduct that seriously harms the interests of the organization, the Democratic Party Committee Abroad, or the Democratic Party of the United States of America.

11.14 Term: Subject to the term limits of article 14 herein, DPCA Non-Voting Representatives shall serve for terms of two years or until successors are elected or they resign or are removed from office or they become Voting Representatives in accordance with Section 11.10 above.

11.15A Gender: Gender balance rules of the Democratic Party apply to the Non-Voting Representatives. Persons whose gender is non-binary may be elected as Non-Voting Representatives and non-binary persons may be elected in any number up to the total number of Voting Representatives to be elected. The positions filled by persons with a binary gender shall be, to the maximum extent possible, be balanced between males and females.

11.15B Gender (Continued): It shall only be permissible to have any difference in the number of male and female Non-Voting Representatives elected where the combined total of male and female Non-Voting Representatives is an odd number because of the size of the total delegation of Non-Voting Representatives being an odd number and/or the election of one or more persons of a non-binary gender. Where it is permitted under this section to allow a difference between the total number of male and female Non-Voting Representatives, the difference shall only be one.

11.16 Number of Non-Voting Representatives: The number of Non-Voting Representatives shall be established by the Executive Committee of DANL within the terms allowed by the DPCA Charter.

11.17 Where the DPCA determines in accordance with the Charter of the DPCA that a Non-Voting Representative has ceased to be a member of the DPCA, such determination shall be deemed to be a resignation by the respective Non-Voting Representative, giving rise to a vacancy. However, such a deemed resignation shall apply only to an order of suspension and shall not apply to a temporary suspension pending further investigation or action by the DPCA.

11.18 Where a vacancy arises for a Non-Voting Representative before the next-following Election Meeting of the AGM, the DANL Chair may appoint an elected DANL member to fill the remainder of the term as non-voting representative, subject to approval by majority vote of Executive Committee members present at the next-following meeting of the Executive Committee, provided that the gender of the person chosen must be such as will comply with the gender balance requirements that apply to the election of Non-Voting Representatives under these bylaws and the gender balance requirements imposed by the Charter of the DPCA:

Article XII Executive Committee

12.1 The Executive Committee shall be composed of all five officers plus two Members-at-Large, all elected from among the members of DANL.

12.2 The Chair shall convene meetings of the Executive Committee at regular intervals for the purpose of consulting with and advising the Chair in the administration of DANL. A meeting of the Executive Committee shall also be promptly called at the request of one-third of the Executive Committee's members. Each member of the Executive Committee shall have an equal vote. Proxy voting shall not be permitted. In the event of a tie vote, the Chair's vote shall break the tie.

Article XIII Committees

13.1 The Chair shall create committees with whatever functions and responsibilities they shall deem appropriate to effectively carry out the business of DANL. The functions of such committees may include, but need not be limited to: Communications; Editing a Newsletter; Fund-Raising; Issues; Membership Drives; Programs and Special Events; Voter Registration; and Website management.

13.2 On creating a committee, the Chair shall also appoint a chairperson for such committee, subject to ratification by the Executive Committee at the first Executive Committee meeting following such an appointment. A committee chairperson shall recruit and select the membership of his or her committee after consultation with the Chair.

Article XIV Terms

14.1 The Officers, Members-at-Large and (non-)Voting Representatives shall be elected every two (2) years at an annual general meeting ("AGM") of the membership.

14.2 No Officer, Member-at Large or (non-)Voting Representative may serve more than two (2) consecutive terms in the same office, but may be elected to another position as Officer, a Member-at-Large or (non-)Voting Representative without any interval.

14.3 The term of a committee shall either:

14.4.1 Automatically expire on the date of the next AGM; or

14.4.2 Be for a specified shorter term as determined by the Chair.

Article XV Nominations

15.1 The Chair shall, with the approval of the Executive Committee, establish an Election Committee consisting of at least two (2) members of DANL. The election committee will solicit candidates for election to all elected positions. The Election Committee shall be established at least two (2) months prior to an AGM (an "Election Meeting") at which an election shall be held.

15.2 Any member of DANL in good standing may submit his or her name to the Election Committee as a candidate for membership on the Executive Committee, or may so nominate any other qualified member. Names must be submitted to the Election Committee not later than fourteen (14) days before the date the Election Meeting is scheduled.

15.3 The Election Committee will accept and refer to the membership the nomination of any member in good standing as a candidate. The Election Committee will not recommend any particular candidate or comment on any candidate's suitability for the position to be filled.

15.4 The Election Committee shall notify the membership of the candidates for each position no later than ten (10) calendar days prior to the Election Meeting. If postal ballots are permitted, the Election Committee shall send ballots to the membership concurrently with the notice of the nominees.

15.5 The notices and the ballots described in Article 15.4 may be sent to the membership electronically via e-mail. Ballots, however, may not be returned or cast electronically unless the Executive Committee specifically authorizes internet voting in accordance with Article 16.9.

Members receiving a ballot via e-mail shall print a copy, complete it and return the signed hard copy as further instructed by the Election Committee.

15.6 Additional nominations from the floor at the Election Meeting shall only be permitted when there are no nominees for a particular office, in which case nominations from the floor shall be permitted for that specific office, and that office only.

Article XVI Elections

16.1 When establishing an Election Committee, the Executive Committee shall also determine whether to authorize postal voting in the election, which may also include ballots cast by facsimile. In-person and proxy voting shall always be authorized.

16.2 All ballots, whether cast in person, digitally, by proxy or by post, must be signed. DPCA requirements prohibit anonymous ballots.

16.3 Ballots shall be counted by tellers approved by the members present at the Election Meeting.

16.4 Votes not cast in person are subject to the following special provisions:

16.5 Postal ballots must be received by the Secretary (or such other person as the Chair may designate) before the election meeting convenes. If required to be sealed, postal ballots shall be kept unopened. Postal ballots shall not be tallied until delivered to the tellers charged with counting the votes, who after verifying they are duly cast and signed, will count them along with votes cast at the meeting.

16.6 Any member not present at an Election Meeting and who has not cast a postal or digital ballot may give a written proxy to an attending member. The proxy shall be signed by the member giving the proxy; shall clearly state the name of the member appointed to act as proxy; and shall be delivered to the Secretary (or such other person as the Chair may designate) before the election meeting convenes. A proxy may either specify how the proxy-holder is to vote, or may leave this to the discretion of the proxy-holder. Proxies are presumed to grant discretion to the proxy-holder unless the language of the Proxy clearly indicates otherwise.

16.7 No member shall be allowed to cast more than two (2) Proxy votes in addition to his or her own vote.

16.8 The candidate receiving the highest number of votes validly cast for election to an office shall be elected thereto. The candidates receiving the highest and second-highest number of votes for the positions of Members-at-Large shall be elected to those two positions. A majority of votes cast is not required for election.

16.9 Further to Article XV and this Article XVI, if DANL or the DPCA acquires a secure Internet Voting System, the Executive Committee may, without amending these By-Laws, authorize internet voting in addition to - or in lieu of postal voting in accordance with Article 16.1. To the extent such Internet Voting System may require derogations from the procedures in Article XV and this Article XVI, the Executive Committee shall have approval authority therefor.

Article XVII
Resignations and Removal from Office

17.1 A resignation by an Officer, Voting Representative or Member-at-Large is effective immediately upon receipt by the Chair of written notification thereof; or in the case of a resignation by the Chair, upon receipt by the Vice Chair of such notification.

17.2 In addition to the provisions of articles 11.3 and 12.2 herein, any Officer, Voting Representative or Member-at-Large shall be removed from office if such removal is approved by the vote of two-thirds of the votes validly cast at a duly convened meeting of the general membership.

17.3 Removal under Article 17.2 shall be effective immediately upon the vote, and the procedures regarding the filling of a vacancy under Article XVII shall be promptly put into effect.

17.4 The incumbent in any appointed position shall be removed at the decision of the Chair, with the concurrence of the Executive Committee.

Article XVIII
Vacancies

18.1 Any vacancy in an elected position shall be filled at the next regular election of officers (non-)Voting Representatives and Members-at-Large pursuant to article 14.1.

18.2 Pending such an election, the Chair shall, with the concurrence of the Executive Committee, appoint a member to fill the vacancy for the remainder of the term; except that if it is the position of Chair that should fall vacant, the Executive Committee shall elect an Acting Chair to fill the vacancy. Said Acting Chair may be selected from within the Executive Committee or from the membership at large.

Article XIX
Meetings

19.1 DANL shall hold an annual general membership meeting no later than June 30 of each year. The agenda for such meetings shall include:

19.1.1 reports from the Chair and the Treasurer for the preceding calendar year;

19.1.2 approval of the accounts;

19.1.3 in election years, the election of the Officers, Voting Representatives (if applicable) and Members-at-Large;

19.1.4 such other business as the Chair shall deem appropriate.

19.2 Other meetings of the general membership may from time to time be held if called by:

19.2.1 the Chair;

19.2.2 Four (4) or more members of the Executive Committee; or

19.2.3 five percent (5%) of the then-current general membership.

19.3 All meetings of the membership and formal meetings of the Executive Committee shall be open to the membership and conducted in accordance with these By-Laws, including in particular the provisions on notice.

19.4 A quorum shall be determined as follows:

19.4.1 for meetings of the general membership, the lesser of (i) five percent (5%) of the then current membership; or (ii) twenty-five (25) members.

19.4.2 for meetings of the Executive and other Committees, fifty percent (50%) of the members on such committee.

19.5 If a quorum is not present, the meeting may go forward, but no votes shall be taken.

Article XX Notice

20.1 Notice of AGMs and of other membership meetings at which either elections will be held or proposed amendments to these By-Laws shall be voted on, shall be sent to members at least thirty (30) days prior to the meeting. Electronic notice via e-mail shall be sufficient.

20.2 Notice of other membership meetings and Executive Committee meetings shall be given as and how the Chair shall from time to time reasonably prescribe.

Article XXI Rules Applicable to DANL

21.1 The functioning of the organization and its committees shall be governed by:

21.1.1 these By-Laws and such rules as the Executive Committee may from time to time adopt: and

21.1.2 the By-Laws 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 from time to time adopt.

21.2 In the event of a conflict between these By-Laws and the rules referred to in Article Article 21.1.1; and the documents, rules and regulations referred to in Article 21.1.2; the documents, rules and regulations in Article 21.1.2 shall prevail.

21.3 All files and administrative records of DANL, including but not limited to: Minutes of all meetings, correspondence and financial records shall presumed to be open for inspection by members, unless disclosure is precluded by some confidentially obligation or privacy concerns. The Chair or the custodian of the records may further impose reasonable conditions regarding the time and circumstance of an inspection.

21.4 No officer or other member shall receive any salary or stipend for his or her services to DANL; however, at the discretion of the Chair with the concurrence of the Executive Committee, members may be reimbursed for any reasonable and verified expenses incurred on behalf of DANL.

Article XXII Adoption & Amendment

These By-Laws shall be adopted or amended by a majority of votes validly cast at a meeting of the general membership, provided that the thirty (30) day notice requirement in Article 20.1 shall have been met, and the proposed By-Laws (or amendments, as applicable) have been distributed or otherwise been made available to the Membership along with, or prior to said thirty (30) day notice.

Article XXIII Dissolution

23.1 DANL may be dissolved by the affirmative vote of two-thirds of the membership at a meeting of the general membership; provided that notice of a proposed motion of dissolution shall be sent to the membership at least thirty (30) days prior to the meeting at which the matter is to be voted on.

23.2 DANL shall be dissolved should it lose its status as a Country Committee within the DPCA, and then fail to reacquire that status within six (6) months.

23.3 In the event DANL is dissolved, its assets shall be transferred to the DPCA, or in such other manner as DPCA may direct.