

DEMOCRATS ABROAD

United Arab Emirates Chapter

BYLAWS

adopted on 21 March 2020

Article I: Name

These Bylaws govern an organization having as its name Democrats Abroad United Arab Emirates (“Democrats Abroad UAE”).

Article II: Purpose and Relationship to Democrats Abroad

2.1 Country Committee

The organization is a constituent member of the Democratic Party Committee Abroad (DPCA) as a Country Committee within Democrats Abroad, the organization that represents all United States citizens residing outside the United States who wish to adhere to the principles and further the aims of the Democratic Party of the United States of America.

2.2 Purpose

The purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (the “Democratic Party”) and of Democrats Abroad, as stated in the Charter of the Democratic Party (currently Section 17) and the Bylaws of Democrats Abroad and to provide for appropriate action by its supporters residing in the UAE.

Article III: Members

3.1 Membership Requirements

Individuals who wish to join Democrats Abroad UAE must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in UAE. 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 had reasonable notice (no less than 30 days) of the Executive Committee’s intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee. To the greatest extent possible, the diversity of the Democratic Party and of the Democratic Party community in UAE shall be represented within the organization. The current list of members

as maintained by the Secretary pursuant to Article VIII shall be delivered to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA shall from time to time require.

3.2 Application Process for Membership

To join Democrats Abroad UAE, the member must complete a membership form using such paper or other medium (e.g., on-line form) as the Executive Committee shall from time to time make available including information on the member's name, mail and email addresses, telephone and fax numbers and U.S. voting district State and other information contained on the membership form.

3.3 Consent to Personal Data Use

By becoming a member of Democrats Abroad UAE, the member explicitly consents to the use of their name, mailing address, telephone number, email address, and last United States Congressional district/State of residence, and other information as approved by the Executive Committee, in compliance with DCPA requirements..

3.4 Validation of Personal Data

Each member has the right to inspect and correct their own membership data as maintained in the DPCA membership database. By becoming a member of Democrats Abroad UAE, the member consents to the delivery of their personal information required in Section 3.3 (Consent to Personal Data Use) to the DPCA and to such lawful use thereof as the DPCA shall make from time to time.

3.5 Limitations on Use of Personal Data

Membership records shall be kept confidential and they shall not be available to any person other than Officers of Democrats Abroad UAE, DPCA, or Democrats Abroad UAE members with designated responsibility in connection with elections or database management. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, of Democrats Abroad, and/or of Democrats Abroad UAE. No candidate for any office may use or access the membership database directly for the purposes of campaigning for office or soliciting votes or proxies.

3.6 Membership Database Maintenance

Each member has the right to inspect and correct her/his data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, and members of the DPCA with designated responsibility in connection with elections or database management. Membership records shall be maintained by the Secretary in a manner consistent with DPCA requirements and applicable data security laws. A validated and up-to-date membership database shall be submitted to the appropriate officers of the DPCA no later than January 31 of each year in

such form and format as the DPCA shall require.

3.7 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. A member may also notify the Chair, the Secretary, or the DPCA in writing that the member wishes to resign from Democrats Abroad. A former member may be reinstated under the same conditions as a new member.

3.8 Removal of Membership

A member who, by her/his actions, demonstrates that she/he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be removed from membership by a two-thirds (2/3) vote of all the Officers of the Executive Committee, provided that such vote may only be taken at a meeting of the Executive Committee after the member has received at least 30-days advance written notification by the Executive Committee of the Executive Committee's intention to remove the member and has had reasonable opportunity to contest the proposed action by the Executive Committee. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal hearing is conducted in a fair manner. A member so removed may appeal the decision of the Executive Committee at a general meeting of the Democrats Abroad UAE membership held pursuant to Article IX (Meetings).

Article IV: Executive Committee

4.1 Members of the Executive Committee

The Officers of Democrats Abroad UAE shall be the Chair, Vice Chair, Secretary, Treasurer, Counsel, and two (2) Members-at-Large. The chairs of the Standing Committees, and ad hoc committees, as well as Voting Representatives (if applicable), shall be observer members of the Executive Committee without voting privileges.

4.2 Gender Balance

Following Democratic Party and DPCA policy, the Chair and the Vice Chair shall be of different genders. When announcing a run for the Chair and/or Vice Chair position, the candidate shall declare the candidate's gender. For the purposes of this section, the term "gender" is defined as male, female, intersex, or any other classification of sex or gender that is legally recognized by any State or Federal jurisdiction within the United States of America.

4.3 Chair

The Chair shall be the chief executive officer of Democrats Abroad UAE, shall call and preside at all general meetings of the membership and the Executive Committee, shall establish the agenda of such meetings, and shall be responsible for carrying out the programs, policies, and activities approved by the organization. The Chair shall be responsible for ensuring the organization is in compliance with host-country laws and

regulations. The Chair shall sit ex-officio on all committees and subcommittees (if any) of the organization, including Standing Committees, and ad hoc committees, with full voting privileges. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) vote of all the Officers of the Executive Committee.

4.4 Vice Chair

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

4.5 Secretary

The Secretary shall maintain a current list of members of the organization, keep the minutes of all meetings, and maintain all files and administrative records of the organization. The minutes of all meetings shall be made available to all Democrats Abroad UAE members without undue delay.

4.6 Treasurer

The Treasurer shall manage the finances of the organization, make its financial reports to members, and make and maintain such financial reports as may be required by law. All such records shall be available for review and comment by Democrats Abroad UAE members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

4.7 Counsel

The Counsel shall be available for consultation by the Executive Committee on legal and procedural questions relating to Democrats Abroad UAE and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping.

4.8 Members-At-Large

The two (2) Members-At-Large participate in the work of the Executive Committee to support the organization by engaging in such projects and committees as needed for the effective functioning of Democrats Abroad UAE.

4.9 Term of Office

All Officers of the Executive Committee shall be elected every two (2) years in odd-numbered years at the Annual General Meeting of the organization (which meeting shall be held no later than June 30). They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same position. For purposes of re-election eligibility, "one term of office" is defined as one period of thirteen (13) to twenty-four (24) months serving as an elected Officer. Terms of elected Officers of Democrats Abroad UAE shall begin immediately upon the conclusion of the election proceedings at the Annual General Meeting. The terms of all incumbent Officers and Voting

Representatives (if applicable), as well as committee and subcommittee (if any) chairs, shall automatically expire upon the election of new Officers and Voting Representatives (if applicable).

4.10 Voting Representatives

If warranted by the size of the Democrats Abroad UAE membership, in accordance with the Democrats Abroad Charter, one or more Voting Representatives shall be elected by the Democrats Abroad UAE membership in order to enable Democrats Abroad UAE to cast all its votes as a Country Committee within the DPCA in matters pertaining to the DPCA. The term of a Voting Representative shall be the same as that of Officers of Democrats Abroad UAE, and male/female balance rules defined in Section 4.2 (Male/Female Balance) shall apply when electing more than one Voting Representative. A Voting Representative has the right to attend and vote at all DPCA meetings in which the Democrats Abroad UAE Chair and/or Vice Chair may attend, in accordance with the Democrats Abroad Charter.

4.11 Removal for Non-Attendance or Non-Participation

Any Officer who misses three consecutive, regularly called meetings of the Executive Committee without reasonable explanation may be removed from office by a two-thirds (2/3) vote of all the Officers of the Executive Committee at a duly convened meeting at which the question of such removal is on the agenda sent out at least 30 days in advance and at which the Officer is given due opportunity to contest the removal and explain the reasons for their absence.

Article V: Executive Committee Responsibilities

5.1 Schedule of Meetings

The Executive Committee shall meet at least six (6) times a year upon call by the Chair for the purpose of consulting with and advising the Chair in the administration of the organization. A meeting of the Executive Committee may be called by the Chair or two (2) of the other Officers with appropriate notice as circumstances warrant. Executive Committee meetings shall be announced in advance to the general membership.

5.2 Responsibilities of the Executive Committee

The Executive Committee shall be responsible for the conduct of the affairs of Democrats Abroad UAE in accordance with policies of the Democratic Party and the DPCA. The Executive Committee may act in meeting, by telephone, by video conference, by e-mail, or by other written or electronic means. The Executive Committee shall adopt a budget for Democrats Abroad UAE prior to the Annual General Meeting each year. Unless stated otherwise herein, decisions taken by the Executive Committee shall be by simple majority vote of those present in person or by proxy or participating by approved real-time electronic means at any duly convened and quorate meeting of the Executive Committee; or if such vote is taken by email or other written form, by simple majority of the entire Executive Committee. If a member of the Executive Committee, including an ex-officio member, holds more than one position in the Executive Committee, this member will have only one vote in

the Executive Committee, as if the member holds only one position. This member also represents one person in terms of forming a quorum relative to Section 9.6 (Constituting a Quorum).

5.3 Code of Conduct

Elected Officers and all appointed committee members are expected to adhere to the DPCA Code of Conduct and other procedures and policies defined by the DPCA.

Article VI: Committees

6.1 Standing Committees

Democrats Abroad UAE may have Standing Committees such as: Membership, Voter Registration, Events and Programs, Fund-Raising, Bylaws, Platform and Policy, and Newsletter/Communications. For meetings of any Standing Committee, a quorum shall consist of the chair and/or the vice chair of that committee and one other committee member (if any).

6.2 Ad Hoc Committees

The Chair may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate. For meetings of any ad hoc committee, a quorum shall consist of the chair and/or the vice chair of that committee and one other committee member.

6.3 Committee Chair Appointments

The Chair shall appoint or remove the chairs of the Standing Committees and ad hoc committees, which shall be subject to approval at the next meeting of the Executive Committee following such appointment or revocation. The membership of each such committee shall be selected by its respective committee chair after consultation with the Chair.

6.4 Expiration of Term

The terms for all committee and subcommittee (if any) chairs shall automatically expire upon the election of a new Democrats Abroad UAE Chair.

6.5 Meeting Minutes

Minutes of all committee and subcommittee (if any) meetings shall be provided to the Secretary for distribution to the membership and for archiving.

6.6 All committees shall periodically report on their activities to the Executive Committee. Each committee shall prepare an annual report for distribution to the membership prior to the Annual General Meeting.

Article VII: Nominations and Elections

7.1 Nominations and Elections Committee

At least two months prior to the annual meeting, a committee to nominate candidates (the "Nominations Committee") for election to office shall be named by the Chairperson with the approval of the Executive Committee.

(i) The Nominations Committee shall nominate candidates and receive nominations of candidates for election to office, and oversee elections.

(ii) A candidate must be a member of Democrats Abroad UAE and must have been a member at least 30 days prior to the election.

(iii) The Nominations Committee shall determine the qualifications of all candidates for election according to these Bylaws, the DPCA Charter, the Country Committee Election Procedures, and the Democrats Abroad Code of Conduct.

7.2 Establishing Voting Procedure

At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, on the rules and procedures for the balloting and elections. The Executive Committee shall define proxy and voting procedures, and procedures for notifying members of the election process. To the extent possible under the rules of the Democratic Party and DPCA, provision shall be made to enable members to vote remotely via personally verifiable electronic means (e.g., by fax, email, web, etc.).

7.3 Nominations Invitation

The Nominations Committee shall notify the membership and solicit nominations no less than thirty (30) days prior to the Annual General Meeting at which an election will be held. Any member of Democrats Abroad UAE wishing to run for an open position shall declare their candidacy at least seventeen (17) days before the Annual General Meeting by letter, fax, or email addressed to the chair of the Nominations Committee.

7.4 Ballot Preparation and Distribution

The chair of the Nominations Committee shall prepare ballots containing the names of the nominated candidates for distribution to the membership of the organization no earlier than seventeen (17) days before the annual meeting and no later than fourteen (14) days before such meeting. Such ballots shall be posted to the DPCA website and emailed or postal mailed to all Democrats Abroad UAE members no less than fourteen (14) days before the election meeting.

7.5 Candidate Presentations

The Nominations Committee shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections. The Nominations Committee shall ensure adequate distribution of all such

information to the membership.

7.6 Restrictions on Nominations from the Floor

At an election meeting if there is no declared candidate for an open position, then members may nominate a candidate from the floor. Otherwise, there may be no nominations from the floor of the meeting.

7.7 Nominations for Special Election

In the case of an election held to fill a vacancy pursuant to Article 8.5 (Elections for Officer Vacancies), the election shall be held at the next general meeting of the membership, following the rules given in this Article VII (Nominations and Elections) and Article VIII (Elections and Removal from Office).

7.8 DPCA Election Procedures

The Democrats Abroad UAE election procedures shall adhere to and follow as practicably as possible the current DPCA Country Committee Election Procedures and relevant policy guidelines. Any variation from these guidelines shall be approved by the Executive Committee prior to the election.

7.9 Extra Term in Office

If the incumbent for an elected position is serving a second consecutive term and there is no declared candidate for that position fourteen (14) days prior to the Annual General Meeting according to Section 7.3 (Nominations Invitation), the two-term limit stipulation of Section 4.9 (Term of Office) notwithstanding, the Nominations Committee may ask said incumbent if she/he will consider running for a third consecutive term. If the incumbent agrees to run for the position prior to ballots being sent to the membership according to Section 7.4 (Ballot Preparation and Distribution), the incumbent's name shall be included on the ballot and she/he will be considered a declared candidate. The incumbent shall also supply the Secretary with a candidate statement according to Section 7.5 (Candidate Presentations). In order to serve a third term, said incumbent must receive an affirmative vote of at least two-thirds (2/3) of the first-choice votes cast according to election procedures defined in Article 8.1 (Election and Counting of Ballots). If the two-thirds (2/3) limit is not reached, a candidate may be nominated from the floor of the Annual General Meeting. A fourth consecutive term for an elected position under this section is not possible.

Article VIII: Elections and Removal from Office

8.1 Election and Counting of Ballots

The Nominations Committee shall run the election part of any general meeting of the membership. All ballots and votes shall be verified and counted by tellers appointed by the Nominations Committee. Officers and Voting Representatives (if applicable) shall be elected at the Annual General Meeting (or in the case of a vacancy, at the general meeting of the membership at which the election is held) by a 50% majority of first-choice votes cast with ranked-choice ballots (i) of the members voting in person, via real-time electronic means, or

by proxy, and (ii) by written or electronic ballot (e.g., email, web, etc.). Should proxy votes be allowed, each member attending a meeting shall be limited to carrying a maximum of two (2) proxy votes. Should no candidate receive over 50% of first-choice votes cast, the candidate with the lowest number of first-choice votes is eliminated, their second-choice votes are distributed, and votes are counted again. This procedure shall be repeated until one candidate receives over 50% of the votes in any round. In case of a tie in the final round, and if a challenge is raised at the election, a runoff election date shall be set, allowing at least fifteen (15) days for the Nominations Committee to hear the complaint and adjudicate the challenge, with a further minimum seven (7) days for voter notification and ballot distribution. The same election procedures shall apply to such a runoff election.

8.2 No Secret Ballot

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

8.3 Removal from Office

Any Officer or Voting Representative (if applicable) may be removed from office by a vote of two-thirds (2/3) of (i) those present at a regularly constituted and quorate general meeting of the membership or (ii) those voting in a duly organized vote by electronic ballot (e.g., email, web, etc.) on the question, subject to the following conditions: (a) notice of any meeting under this Section 8.3 must be given in writing to the membership at least thirty (30) days in advance, (b) the Chair or Secretary shall notify the Officer or Voting Representative (if applicable) in writing at least thirty (30) days in advance, and (c) the Officer or Voting Representative (if applicable) shall be provided with due opportunity to contest the reasons for their removal.

8.4 Vacancy of the Chair

If the position of Chair becomes vacant for whatever reason, the Vice Chair shall succeed to the office of Chair and elections shall be held to fill the office of Vice Chair in accordance with Article 8.5 (Elections for Officer Vacancies). Any Vice Chair succeeding to the office of Chair shall serve only until the election of their successor at the next regular election. Term limits as set forth in Section 4.9 (Term of Office) shall apply to such a succession.

8.5 Elections for Officer Vacancies

Any vacancy among the Officers or Voting Representatives (if applicable) of the Executive Committee shall be filled by an election held at the next general meeting of the membership of the organization in conformity with Article VII (Nominations and Elections) and this Article VIII (Elections and Removal from Office) hereof. Until such vacancy is filled by an election, the Chair may make an interim appointment at their discretion of a member to fill the

vacancy on a temporary basis, subject to approval by the Executive Committee. Such an appointee may run for office at the next regular election according to the rules of the Bylaws. Term limits as set forth in Section 4.9 (Term of Office) shall apply to such an appointment.

8.6 Election Challenges

An election may be challenged by any eligible member. Challenges must be submitted in writing to the Nominations Committee within fifteen (15) days of the election. The Nominations Committee shall hear and adjudicate all election challenges in accordance with the DPCA Country Committee Election Procedures and the DPCA Rules of Procedure.

8.7 Election Reporting

The minutes of the election meeting shall be reported to the International Secretary of DPCA, together with the complete contact information of all elected officers within fifteen (15) days of the election. The election results shall also be promptly reported to the full membership.

Article IX: Meetings

9.1 Notice of Meetings

Notice of (i) Annual General Meetings, (ii) meetings at which elections and decisions on removals from office will be held, and (iii) meetings to amend these Bylaws shall be sent to members at least thirty (30) days before the meeting via the official membership email distribution list and the DPCA website. Notice shall be given of other general meetings of the membership, with no less than fourteen (14) days written notice, and of the Executive Committee and Standing Committees (with reasonable notice under the circumstances) via the official membership email distribution list and/or the DPCA website as well as by other means as the Chair shall prescribe.

9.2 Annual General Meeting

Annual General Meetings of members shall be held no later than June 30th of each year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers of the Executive Committee and Voting Representatives (if applicable), (iii) such other business as the Chair shall deem appropriate, (iv) and other agenda items submitted as per Article 9.8 (Meeting Agenda).

9.3 Other General Meetings of the Membership

Other general meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) three (3) Officers of the Executive Committee, or (iii) the lesser of ten percent (10%) of the membership or twenty (20) members who request the holding of a general meeting.

9.4 Meetings Open to All Members

All general meetings of the membership, the Executive Committee, and committees and subcommittees (if any) shall be open to the membership and conducted in accordance with these Bylaws including the provisions in Article 9.1 (Notice of Meetings).

9.5 Manner of Assembly

Meetings of Democrats Abroad UAE may be held in person, by telephone, or by videoconference or such other electronic means as approved by a two-thirds (2/3) vote of all the Officers of the Executive Committee.

9.6 Constituting a Quorum

A quorum is required for any meeting to have a valid vote, pass resolutions, or elect Officers. For the purposes hereof, a quorum shall be determined as follows:

(i) for general meetings of the membership, the lesser of ten percent (10%) of the membership, or twenty (20) members;

(ii) for meetings of the Executive Committee, committees, and their subcommittees (if any), one-half of the members of such committee, provided that the chair or vice chair of such committee is present;

(iii) a person attending or voting by approved real-time electronic means (e.g. teleconference, video-conference, etc.) shall be counted as in attendance for the purposes of achieving a quorum, in accordance with Article 9.5 (Manner of Assembly).

(iv) Proxies shall not be counted in determining a quorum.

9.7 Failure to Call a Meeting

If the Chair fails to call a meeting in a timely manner for whatever reason, the Vice Chair or any two (2) Officers shall call the meeting.

9.8 Meeting Agenda

The agenda of a general meeting of the membership shall include any item of business submitted in writing to the Chair in advance by any two (2) members of the Executive Committee; or the lesser of five percent (5%) of the membership or ten (10) members. The agenda of any meeting of the Executive Committee shall include any item of business submitted in writing to the Chair in advance by any two (2) members of the Executive Committee. The agenda of any meeting of a committee or subcommittee (if any) shall include any item of business submitted in writing to the chair of the committee by the Chair or any two officers of the committee or subcommittee (if any).

9.9 Proxies

Any eligible member may cast a vote by proxy (issued to another member in writing, including electronic, fax, or personal transmission thereof) on any specified item on the

agenda of a general meeting of the membership, and

- (i) a proxy may be revoked in writing at any time prior to the call to order of a general meeting; and
- (ii) if during the course of a general meeting, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another member who is present a proxy for the meeting, valid for the duration of the absence from the meeting; and
- (iii) a member may hold no more than two (2) proxies for other members.

9.10 Governing by Robert's Rules

Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, for all procedural matters not governed by these Bylaws, or the Bylaws or rules and regulations of the DPCA.

Article X: Rules Applicable to the Country Committee

The functioning of the Committee shall be governed by (i) these Bylaws and such rules as the Executive Committee may from time to time adopt, and (ii) the Bylaws of Democrats Abroad, and (iii) the Charter and Bylaws of the Democratic Party of the United States, and (iv) 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 between (A) these Bylaws or the rules referred to in sub-clause (i) of the previous sentence, and (B) any of the documents, rules and regulations referred to in sub-clauses (ii), (iii) or (iv) of the previous sentence, the documents, rules and regulations of such sub-clauses (ii), (iii), and (iv) shall prevail.

Article XI: Amendments

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of Democrats Abroad UAE present in person or by proxy at a regularly constituted and quorate general meeting of Democrats Abroad UAE. Written text of any proposed amendments shall be distributed with the advance notice of the general meeting where such amendments will be discussed or voted upon.