

# **DEMOCRATS ABROAD BELGIUM**

## **BYLAWS**

adopted on December 9, 2003  
amended on April 10, 2006  
amended on March 2, 2016

### **Article I**

#### **Name and Place**

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

### **Article II**

#### **Purpose and Relationship to Democrats Abroad**

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

## **Article III**

### **Members**

- 3.1 Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in Belgium. To the greatest extent possible, all the various elements of the Democratic Party and of the United States Democratic community in Belgium shall be represented within the organization.
- 3.2 A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be excluded from membership by a two-thirds vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has been given reasonable notice of the Executive Committee's intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.
- 3.3 Members shall make best efforts to affirm their membership on an annual basis and to ensure that their contact information remains current. The current list of members as maintained by the Secretary pursuant to Article VIII shall be delivered to the appropriate officers of the DPCA in accordance with the DPCA Bylaws.

## **Article IV**

### **Cessation of Membership**

Any member shall cease to be a member if he/she no longer meets the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

## **Article V**

### **Officers**

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. The Vice-Chairperson shall be of the opposite sex from the Chairperson.

## **Article VI**

### **Chairperson**

The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, and shall have responsibility for all activities approved by the organization. The Chairperson shall sit ex-officio on all committees of the organization with full voting privileges. The Chairperson shall have the deciding vote in the case of a tie on any measure voted on by the members of the organization, the committees or the Executive Committee. The Chairperson shall represent Democrats Abroad Belgium at meetings of the DCPA, either in person or by proxy.

## **Article VII**

### **Vice-Chairperson**

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

## **Article VIII**

### **Secretary**

The Secretary shall maintain a current list of members of the organization (containing information the DPCA requires), minutes of all meetings, and all files and administrative records of the organization. All such records shall be open for inspection by members upon request. The Secretary shall have such other duties as the Chairperson shall define.

## **Article IX**

### **Treasurer**

The Treasurer shall manage the finances of the organization, maintain its financial reports to members and make and maintain such financial reports as may be required by law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by members upon request. The Treasurer shall have such other duties as the Chairperson shall define.

## **Article X**

### **Counsel**

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Belgium and its activities. The Counsel shall have such other duties as the Chairperson shall define.

## **Article XI**

### **Executive Committee**

- 11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel and two Members-at-Large elected from among the eligible members of the organization. The chairpersons of the ad hoc committees, if any, shall be ex-officio members of the Executive Committee with full voting privileges.
- 11.2 The Executive Committee shall administer and manage the organization. It shall oversee and approve of a general framework for the expenditures of the organization and shall be kept informed of any significant expenditures to be undertaken by the organization. The Executive Committee may delegate its powers under this article by majority vote.
- 11.3 The Executive Committee shall meet at regular intervals upon call by the Chairperson. A meeting of the Executive Committee may also be called by one-third of the Executive Committee.

## **Article XI**

### **Voting Representatives and DCPA Votes**

- 12.1 The members of Democrats Abroad Belgium are represented in the DPCA by the Chair and Vice-Chair of Democrats Abroad Belgium and such Voting Representative(s) as may be authorized by the DPCA Charter. DPCA votes are allocated to Democrats Abroad Belgium from time to time in accordance with the terms of the DPCA Charter, and such votes may be cast by the Chair, the Vice Chair, and the Voting Representative(s) (or by their valid proxies). DPCA vote reallocations take place in accordance with the rules of the DPCA and may occur more than once during the term of office of a Voting

Representative.

- 12.2 Voting Representative(s) may also be, but need not be, elected members of the Executive Committee. Voting Representative(s) shall endeavor to remain continually informed of issues arising at the DPCA, and of the desires of the members of DAB in respect of those issues. They are expected to attend meetings of the DAB Executive Committee (if not Executive Committee members in their own right) at which issues relevant to DPCA are on the agenda. They are expected to attend all DPCA meetings at which they are entitled to vote, either electronically (using methods approved by the DPCA) or in person; if they are unable to attend, they are expected to arrange effective proxies as allowed by the rules of the DPCA.
- 12.3 The Voting Representative(s) shall be nominated and elected in the same manner and at the same time as the Officers. If there is more than one Voting Representative, they shall be elected by gender pairs. Voting Representatives may be removed by a 2/3 majority of the Executive Committee for any breach of fiduciary duty.
- 12.4 The term of all Voting Representatives shall be co-extensive with the term of the Officers.
- 12.5 Gender balance rules of the Democratic Party apply to the Voting Representatives. With an even number of Voting Representatives, half must be of each gender. With an odd number of Voting Representatives, there may be a total gender difference of no more than one.
- 12.6 The number of Voting Representatives shall be established by the Executive Committee of Democrats Abroad Belgium within the terms allowed by the DPCA Charter.
- 12.7 The DPCA votes allocated to Democrats Abroad Belgium from time to time shall (to the extent possible) be allocated evenly among the Chair, the Vice Chair and all Voting Representatives.

### **Article XIII**

#### **Committees**

- 13.1 The Executive Committee may create one or more ad hoc committees, with such functions and responsibilities as it shall designate (i.e., Membership, Voter Registration, Special Issues, Special Events, Fundraising and Communications).
- 13.2 The Executive Committee shall appoint and remove the chairpersons of the ad hoc committees (if any). In the case of a vacancy, the Chairperson may appoint a chairperson of an ad hoc committee, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee following such appointment

or revocation. The membership of each such committee shall be selected by the committee chairperson after consultation with the Chairperson.

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

## **Article XIV**

### **Other Officers**

The Chairperson may appoint and remove such assistant Officers or honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

## **Article XV**

### **Terms**

- 15.1 The Officers and Members-at-Large of the Executive Committee shall be elected every two years at the annual meeting of the organization. They shall be elected for a term expiring upon the election of their successor. No Officer may serve more than two consecutive terms in the same office.
- 15.2 In the event that there is no candidate for an Executive Committee office, an Officer who has served previous consecutive terms in that office may be elected to another term, pending approval by a two-thirds (2/3) majority of votes cast by members present at the annual meeting of the organization.
- 15.3 The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

## **Article XVI**

### **Nominations**

Nominations for all positions to be filled may be made from the floor of the annual meeting or in writing to the Executive Committee prior to the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held).

## **Article XVII**

### **Elections and Removal from Office**

- 17.1 The Officers and Members-at-Large of the Executive Committee shall be elected by a majority of votes of the members voting (in person or by proxy) at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held).
- 17.2 Any Officer or Member-at-Large of the Executive Committee may be removed from office by either:
- (i) a vote of two-thirds of those present at a duly convened meeting of the membership, or
  - (ii) a vote of three-fourths of the Executive Committee at a duly convened meeting.
- 17.3 The Officer or Member-at-Large must be given due notice of the pending vote and the must be given the opportunity to present her or his position.

## **Article XVIII**

### **Vacancies**

Any vacancy among the Officers or the Members-at-Large of the Executive Committee may be filled by special election held at any subsequent meeting of the members of the organization in accordance with Articles XVI and XVII hereof. Until such vacancy is filled, the Chairperson may appoint in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer or Member-at-Large elected at a special election shall serve only until the next regular election. The time served shall not count as a term served under Article XV.

## **Article XIX**

### **Notice**

- 19.1 Notice of annual meetings and other meetings at which important decisions are to be taken (such as elections in the case of vacancy and amendment of these Bylaws) shall be sent to members at least 30 days before the meeting. Reasonable notice shall be given of other meetings of members and of the Executive Committee.
- 19.2 Notice may be sent by post, e-mail, fax, or any other means that may be deemed reasonable under the circumstances.

## **Article XX**

### **Meetings**

- 20.1 An annual meeting of members shall be held, preferably in the first quarter of each year, and shall act upon the following:
- (i) approval of the accounts and the report of the Chairperson and the Treasurer for the preceding calendar year,
  - (ii) in election years, the election of the Officers, Voting Representative(s) and Members-at-Large of the Executive Committee, and
  - (iii) such other business as the Chairperson shall deem appropriate.
- 20.2 Other meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) one-third of the Executive Committee or (iii) 10% of the membership who request the holding of a meeting.
- 20.3 All meetings of the membership, the Executive Committee and ad hoc committees (if any) shall be open to the membership and conducted in accordance with these Bylaws (including the provisions on notice).
- 20.4 Meetings of Democrats Abroad Belgium may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by majority vote.
- 20.5 For the purposes hereof, a quorum shall be determined as follows:
- (i) for meetings of the membership, at least 25 members;
  - (ii) for meetings of the Executive Committee or any ad hoc committee, one-half of the members of such committee.
- 20.6 All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

## **Article XXI**

### **Rules Applicable to the Organization**

- 21.1 The functioning of the organization shall be governed by:
- (i) these Bylaws and such other rules as the Executive Committee may from time to time adopt, and
  - (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States shall



adopt from time to time.

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

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

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

Adopted in Brussels, Belgium  
December 9, 2003

Amended in Brussels, Belgium  
April 10, 2006

Amended in Brussels, Belgium  
March 2, 2016

/certified/

/certified/

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