**Committee Bylaws**

**DEMOCRATIC PARTY COMMITTEE
IN THE NETHERLANDS**

Adopted on April 13, 2019

 **Article I
 Name and Statutory Seat**

* 1. The name of the organization is: Democrats Abroad Netherlands, and shall hereinafter be referred to as “DANL”.
	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 XI
Voting Representatives**

11.1 If the size of DANL membership warrants under the DPCA Bylaws, one or more Voting Representatives shall be elected by the DANL membership in order to enable DANL to cast all its votes as a Country Committee under the DPCA in matters pertaining to the DPCA on a one-person-one-vote basis. Gender balance rules 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 DANL Chair and/or Vice-Chair may attend, in accordance to the DPCA Bylaws.

 **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 eligible 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**

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

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

14.3 The terms of any Voting Representative, assistant or honorary Officers shall automatically expire upon the election of a new Executive Committee in accordance with the foregoing paragraph.

14.4 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, 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 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 after the adoption of these By-Laws 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 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 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.