

# **The Holland Club, Inc.**

# **BY-LAWS**

## **Article 1.0**

### **Name and Purpose**

- 1.1 This organization shall be known as The Holland Club, Inc. (“the Club”)
- 1.2 The purpose of this Club shall be to promote fellowship among its members and to further interest in The Netherlands and Dutch customs and traditions.

## **Article 2.0**

### **Rules of Order**

- 2.1 The meetings of the Club shall be governed by the Club's By-Laws as amended and approved at the Annual Meeting of October 20th, 2012.

## **Article 3.0**

### **Fiscal Year**

- 3.1 The Club's fiscal year shall run from January 1 through December 31.

## **Article 4.0**

### **Classes of Membership**

- 4.1 A Family Membership shall consist of up to two (2) adults and all children under the age of 18, all of whom live at the same residence, provided their application for membership has been approved by the Board of Directors and their dues have been paid. A Family Membership is entitled to a single vote.
- 4.2 A Single Membership shall be a person who is 18 years or older, provided their application for membership has been approved by the Board of Directors and their dues have been paid. A Single Membership is entitled to a single vote.
- 4.3 An Associate Member shall be any member of a duly organized Holland Club. An Associate Member does not have voting rights.
- 4.4 A Subscription Member shall be any person whose only membership benefit shall be the receipt of the Club's newsletter. A Subscription Member does not have voting rights.
- 4.5 A corporation may purchase a Corporate Membership by paying the fee as set by the Board of Directors. Up to a maximum number of twenty (20) of the corporation's employees and their families can become Associate Members. If any of these employees wish to become a member with voting rights, Article 4.1 applies.

## Article 5.0

### Honorary President and Honorary Members

5.1 The Board of Directors shall invite the Consul General of The Netherlands in Houston to accept the Honorary Presidency of the Club.

5.2 Any member who has rendered exceptional services to the Club may be elected to Honorary Membership. An Honorary Member shall be exempt from payment of dues.

5.3 A proposal to elect a member to Honorary Membership may be submitted to the Board of Directors in a written request, stating the reason therefore and signed by not less than five (5) members. If the Board of Directors approves the proposal it shall be submitted to the Annual Meeting or a Special General Meeting. The proposal shall be carried if it is affirmed by not less than two-thirds (2/3) of the votes cast by members entitled to vote and present at that meeting.

## Article 6.0

### Nomination and Admission of New Members

6.1 A candidate who meets the requirements as outlined in Article 4.0 may submit to the Board of Directors an application for membership. The candidate's application must include payment of the applicable registration fee and membership dues.

6.2 The Board of Directors shall determine whether a candidate is to be admitted to membership.

6.3 The Board shall notify the candidate as soon as possible whether their application for membership has been accepted.

6.4 The names of new members shall be published in the Club's newsletter.

6.5 A candidate whose application for membership has been denied shall have their registration fee and membership dues returned and shall not be proposed a second time during the same fiscal year.

## Article 7.0

### Registration Fees and Dues

7.1 The registration fee shall be set by the Board of Directors.

7.2 Membership dues shall be set by the Board of Directors. Newly admitted members shall be liable for dues with respect to the half of the current fiscal year that has not yet elapsed at the time of their admission. No new member shall pay less than one-half (1/2) of the annual membership dues.

7.3 In special cases the Board of Directors may reduce the registration fee and/or membership dues.

7.4 The Board of Directors may, from time to time, adjust the annual membership dues to meet changing requirements for funds. Such adjustments must be made prior to the beginning of a new fiscal year.

## Article 8.0

### Payment of Registration Fees and Dues

8.1 A candidate's application for membership shall not be considered unless accompanied by payment of the applicable registration fee and membership dues.

8.2 Annual dues shall be payable by January 1.

8.3 A member who fails to pay the required membership dues by February 1 shall be deemed to be in default.

## Article 9.0

### Default

9.1 If a member is deemed to be in default as described in Article 8.3, the Treasurer shall send a second notice of payment due. If payment is not received by March 1, the Treasurer shall so inform the Board of Directors, and the provision of Article 10.0 shall apply.

## Article 10.0

### Suspension, Voluntary and Involuntary Termination of Membership

10.1 Failure of a member to pay his/her indebtedness to the Club by the date indicated in Article 9.1 will cause automatic termination of membership.

10.2 A member who acts in disregard of the obligations imposed by these By-Laws or any rules of the Club, or who damages the name or the interest of the Club by his/her actions may be suspended for a definite period or expelled from the Club. After the member has been given an opportunity to be heard, a decision to suspend said member may be made in any meeting of the Board of Directors at which a quorum is present. A decision to expel a member shall not be made except by a two-thirds (2/3) majority of the votes at the meeting of the Board of Directors at which a quorum is present.

10.3 The Board of Directors' decision to maintain, suspend or expel a member shall be communicated by letter to the member concerned, stating the reasons for the Board of Directors' action.

10.4 All rights and privileges of a suspended or expelled member shall cease from the date of the Board of Directors' letter.

10.5 Any dues paid by the suspended or expelled member shall be forfeited.

10.6 The Board of Directors' decision to suspend a member may be rescinded, or if the circumstances that led to the suspension continue, may be extended for a definite period. A suspended member may be expelled by a two-thirds (2/3) majority of the votes at a Board of Directors meeting at which a quorum is present.

10.7 A member who desires to terminate his/her membership shall tender his/her resignation in writing/email, addressed to the President, Treasurer or Secretary.

## Article 11.0

### Admission of Members, Associate Members and Guests to Club Functions

11.1 The Board of Directors may adopt rules governing the admission of members, associate members and guests to Club functions.

11.2 A member who brings a guest to a Club function or who introduces a non-member shall be responsible for the behavior and the debts to the Club of the person sponsored.

11.3 A single member is allowed to bring one (1) guest at the membership admission fee if said single member has paid the Family Membership dues.

11.4 Members and associate members shall be charged the same admission fees.

11.5 In special cases the Board of Directors may waive admission fees.

## Article 12.0

### The Board of Directors

12.1 The Board of Directors shall have general charge of the affairs, funds and property of the Club and see to it that the By-Laws and rules of the Club are complied with.

12.2 The Board of Directors may appoint committees and prescribe rules for such committees.

12.3 Decisions of the Board of Directors may be overridden by a two-thirds (2/3) majority of the votes cast during Annual or Special General Meetings unless these decisions are irrevocable.

## Article 13.0

### Composition and Election of the Board of Directors

13.1 The term of office shall be one (1) year.

13.2 There shall be a Board of Directors of a minimum of three (3) and a maximum of ten (10) members who shall be "Directors" under the terms of the Certificate of Incorporation. The Board of Directors can consist of one (1) President, one (1) Vice President, one (1) Corresponding Secretary, one (1) Recording Secretary, one (1) Treasurer, one (1) Parliamentarian, (1) Newsletter Editor and three (3) other Directors. When the Board consists of the minimum of three (3) members, there shall be one President, one Treasurer and one Secretary/Editor.

13.3 No member shall serve as President or Vice President for more than three (3) consecutive years.

13.4 Any vacancy on the Board of Directors occurring before the next Annual Meeting may be filled by a Club member appointed by the Board of Directors. This appointed Board member shall serve until such time as said Board member is either reelected to the Board of Directors or replaced by election of the membership at the Annual Meeting.

## Article 14.0

### Board Meetings

14.1 The Board of Directors shall meet whenever the President deems it necessary. The meetings shall be held at a location decided by the President. In the absence of the President, the Vice President or Secretary may call the meeting and decide its location.

14.2 The President, Vice President or Secretary shall convene a meeting within two (2) weeks after receiving a written request to that effect from two (2) Board members.

14.3 2/3 of the members of the Board of Directors shall constitute a quorum.

14.4 All meetings of the Board of Directors shall be open to the membership of the Club. Voting and the offering and seconding of motions shall be restricted to Directors.

## Article 15.0

### The President

15.1 The President shall represent the Club in all matters. The President shall preside at the meetings of the Board of Directors, at Annual Meetings and at other meetings of the membership.

15.2 In the absence of the President, a Board member designated by the Board of Directors shall perform the President's duties.

15.3 The President is a member Ex Officio of all committees.

15.4 Decisions of the President may be overridden by the Board of Directors by a two-thirds (2/3) majority of the votes during regular or special Board meetings unless these decisions are irrevocable.

## Article 16.0

### Records

16.1 The President shall ensure that minutes of Board meetings, of the Annual Meeting and of Special General Meetings are kept.

16.2 The President shall direct that a complete record of the Club's properties will be maintained.

16.3 At the Annual Meeting the written minutes from the preceding year's Annual Meeting will be presented.

## Article 17.0

### Correspondence

17.1 The Corresponding Secretary shall attend to the correspondence of the Club and keep copies of all correspondence on file and accessible to the Club at all times.

17.2 In the absence of the Corresponding Secretary another Board member shall handle the Corresponding Secretary's duties.

## Article 18.0

### The Treasurer

18.1 The Treasurer is charged with the management of the Club's finances, though ultimate responsibility remains with the Board of Directors. The Treasurer shall record the revenues and expenses of the Club, sign the checks drawn on the Club's bank accounts, maintain the Club's petty cash account and handle other financial matters as instructed by the Board of Directors. All checks drawn on the Club's account in excess of \$500 must be co-signed by the President or another board member as designated by the President.

18.2 Prior to the beginning of the fiscal year, the Treasurer shall notify the Membership that their annual membership dues are due.

18.3 The Treasurer shall supply the Board of Directors with such financial statements as the Board may request.

18.4 The Treasurer shall present a written financial report to the Membership at the Annual Meeting.

18.5 The Treasurer shall prepare a financial report for the previous fiscal year to be published in February. If the previous year's Treasurer was not reelected, this report shall be made in collaboration with the past Treasurer and the newly elected Treasurer.

18.6 At the end of the fiscal year the incumbent Treasurer shall prepare the necessary tax statements and mail these to the taxing authority. If the incumbent Treasurer was not reelected at the Annual Meeting, the incumbent Treasurer shall prepare the tax statements with the aid of the newly elected Treasurer.

18.7 In the absence of the Treasurer, another Board member shall execute the Treasurer's duties.

## Article 19.0

### The Parliamentarian

19.1 The Parliamentarian shall become thoroughly familiar with the Articles of Incorporation, the Club's By-Laws and Robert's Rules of Order, Revised, and shall have a copy of each available at all Board meetings and at all meetings of the membership.

19.2 The Parliamentarian shall advise the presiding officer as directed by that officer or as requested by a member on matters of procedure in meetings of the Club.

19.3 The Parliamentarian shall be responsible for insuring that any action that would constitute a violation of the Articles of Incorporation or of the Club's By-Laws is immediately brought to the attention of the presiding officer.

19.4 In the absence of the Parliamentarian, another Board member shall execute the Parliamentarian's duties.

## Article 20.0

### The Editor

20.1 The Editor shall prepare newsletters and issue these to all members of the Club and any other persons or organizations as instructed by the President or Board of Directors.

20.2 The Editor shall be responsible for issuing all notices of Annual or Special General Meetings of the Membership and any special notices as directed by the President or Board of Directors.

20.3 The Editor shall be responsible for making available a copy of the Annual Membership List to all members at least once a year or as directed by the Board of Directors.

20.4 The Editor shall be responsible for making available the Annual Membership List and the Club's By-Laws to all new members.

20.5 The Editor shall maintain a file of the publications for a period of five (5) years.

## Article 21.0

### Nominating Committee

21.1 If the Board of Directors decides to appoint a Nominating Committee, it will do so not less than three (3) months before the date set for the Annual Meeting.

21.2 The Nominating Committee shall consist of as many members as deemed necessary by the Board of Directors. One (1) of the members of the Nominating Committee shall be elected Chairman by the committee members.

21.3 Only those who have been members of the Club for at least six (6) months shall be eligible to be appointed to the Nominating Committee.

## Article 22.0

### Duties of the Nominating Committee

22.1 To prepare for the Annual Meeting the Nominating Committee shall submit to the Board of Directors a list of candidates for all Board positions. This list of candidates shall be presented to the Board of Directors not less than one month prior to the Annual Meeting, and shall be presented to the Membership in the monthly newsletter prior to the Annual Meeting.

22.2 The Nominating Committee shall invite the retiring President to accept the nomination as one of the Directors on the Board.

22.3 After presenting the list of candidates for Board positions to the Membership at the Annual Meeting the Nominating Committee shall accept write-in candidates and nominations from the floor.

22.4 After all votes for Board positions have been cast at the Annual Meeting the Nominating Committee shall check and tabulate the votes.

## Article 23.0

### Financial Review

23.1 A Committee of two non-board members shall review the Club's accounts after the closing of the fiscal year. The report of this review shall be published in the newsletter and shall be in conjunction with the annual Financial Report.

## Article 24.0

### Annual Meeting

24.1 The Annual Meeting shall take place prior to the end of the fiscal year. During the Annual Meeting the Membership shall be presented with the minutes from the preceding Annual Meeting, the Treasurer's report, and any other reports deemed necessary by the Board of Directors.

24.2 The Board of Directors for the next fiscal year shall be elected by the Membership at the Annual Meeting. The newly elected Board members shall begin their term of office on January 1 following the election.

24.3 One-tenth (1/10) of the total number of members shall constitute a quorum. The Board of Directors may invite Associate members and non-members or guests to attend the Annual Meeting, but these persons have no voting rights.

## Article 25.0

### Special General Meeting

25.1 The Board of Directors may call a Special General Meeting when needed.

25.2 The Board of Directors may be petitioned by the Membership to hold a Special General Meeting. The petition must be written, it must state the purpose of the Special General Meeting and it must be signed by at least ten (10) members in good standing. The Board of Directors shall schedule a meeting to be held within four (4) weeks of receipt of a legitimate petition.

25.3 A copy of the petition and an agenda for the Special General Meeting, together with an explanatory statement, shall be mailed to all members not less than fourteen (14) days prior to the date of the meeting.

25.4 Only those items listed on the agenda shall be discussed at the Special General Meeting.

25.5 One-tenth (1/10) of the total number of members shall constitute a quorum. The Board of Directors may invite Associate members, non-members and guests to attend, but these persons have no voting rights.

## Article 26.0

### Notification of Meetings and Minutes of Meetings

26.1 Unless otherwise provided for in the By-Laws, a notice of all Board meetings and Membership meetings shall either be mailed to the Membership or published in the newsletter. This notice shall be made not less than eight (8) days prior to the scheduled date of the meeting. The notice shall include an agenda for the meeting.

26.2 An abstract of all Board meetings and Membership meetings shall either be mailed to the Membership or published in the issue of the newsletter immediately following the meeting.

## Article 27.0

### Voting

27.1 Unless otherwise provided for in the By-Laws, any resolution shall be carried if approved by a majority of the votes cast.

27.2 Only members in good standing are entitled to vote, and no member shall vote by proxy or mail.

27.3 Resolutions concerning individuals shall be voted on by secret ballot. All other matters may be decided by a show of hands.

27.4 In the event a vote concerning an individual is tied, drawing lots shall break the tie. In the event a vote concerning any other matter is tied, the President shall cast the deciding vote.

27.5 In the event there are more than two (2) candidates for one (1) office and no candidate receives a majority of the votes cast, a run-off vote shall be taken between the two (2) candidates who received the highest number of votes.

27.6 Unless otherwise provided for in the By-Laws, a member retiring from Office shall be eligible for immediate reelection to the same office or any other position on the Board of Directors.

## Article 28.0

### Revision of the By-Laws

28.1 The By-Laws shall not be amended except by resolution adopted in an Annual or Special General Meeting.

28.2 A proposal to amend the By-Laws may be initiated by the Board of Directors or may be submitted by the Membership to the Board of Directors in a written petition signed by at least ten (10) members in good standing.

28.3 If a Special General Meeting is scheduled for the purpose of amending the By-Laws, it shall be scheduled not less than fourteen (14) days from the date said proposal is mailed/mailed to the Membership.

28.4 Approval of an amendment to the By-Laws shall require a two-thirds (2/3) majority of the voting members present at the meeting.

## Article 29.0

### Liquidation

29.1 A resolution to dissolve the Club shall not be adopted except in a Special General Meeting, attended by not less than two thirds (2/3) of the total number of members. Approval of the resolution shall require a two-thirds (2/3) majority of the voting members present at the meeting.

29.2 If there is not a quorum present at the Special General Meeting, it shall be adjourned for four (4) weeks. The adjourned meeting shall be governed by the provision of Article 25.5.

29.3 No part of the Club's assets remaining upon liquidation shall inure to the benefit of its members except to the extent permitted by law.

## Article 30.0

### Construction of the By-Laws

30.1 The Board of Directors shall have final authority to construe the By-Laws and the rules of the Club.

## Article 31.0

### Transition Provisional

31.1 These By-Laws and any amendments to them shall become effective the day after they have been approved in the Special General Meeting of (date).