

AWC of The Hague By-Laws

(Approved November 11, 2010)

Article I: Membership

Section A: Eligibility and Types of Membership

1. Members

- a. Regular
 - i. Any woman over 18 year of age who fulfills the provisions or Article IV of the Constitution.
 - ii. Business/Professionals, Students and Military: any woman who fulfills the requirements of Regular membership as defined in Article IV.2.a of the AWC Constitution and is either employed or studying full time in the Netherlands or has a valid U.S. Military I.D.
- b. Honorary
 - i. Any woman who qualifies for Regular membership may be asked by the Board to become an Honorary member. Any woman who has maintained a Regular membership for an uninterrupted period of 25 years is eligible for Honorary membership.
- c. The Board is authorized to invite the Ambassador of the United States to the Netherlands or the Ambassador's wife to become Honorary President.

2. Associate Members

- a. Any woman who holds a valid U.S. Green card and resides in the Netherlands.
- b. Any woman who has been a member in good standing of a FAWCO Club and is not eligible for Regular membership.
- c. Any woman who is under the age of 18 years and otherwise qualifies for Regular membership.
- d. Subject to the approval of two board members, any non-American woman who has some affinity with the U.S. through friends, family or past residence there.
- e. Whenever the total number of Associates exceeds 30% of the Regular members, no additional Associate applicants will be accepted.
- f. Associates may not hold an elected office, serve on the Nominating committee, Membership Committee, or vote at a General Meeting.
- g. Any Organization or Club, of which the terms and conditions will be determined by the board. The terms and conditions are defined in the Policies and Procedures Manual.

3. **Nonresidents**

- a. Any former Member or Associate, upon giving up her residence in the Netherlands and by notifying the Membership Officer of her change in status.
- b. Any woman who does not reside in the Netherlands but who otherwise fulfills the requirements of Regular membership.

Section B: **Admission**

1. Each candidate must submit a completed application form.
2. Upon receipt of her dues and an initial processing fee, the candidate will be notified of her acceptance and status of membership. Her name will then be duly recorded.

Section C: **Dues**

1. Fees
 - a. A processing fee of €15 will be paid by all new Regular Members, Associates and Nonresidents.
 - b. A late fee of €10 will be paid by renewing Members who fail to pay dues by September 30.
2. Amounts
 - a. The dues for Regular Members and Associates will be €110 annually payable by September 30.
 - b. Dues for Business/Professional Members will be €90 annually. Dues for Student Members will be €35. A valid student I.D. must be presented. Dues for Military Members will be €55. A valid U.S. Military I.D. must be presented. All dues are payable by September 30.
 - c. Nonresidents will pay €35 annually, and will receive an electronic version of the AWC *Going Dutch* magazine.
 - d. The membership - year will be from September 1 to August 31 while the fiscal year is June 1 to May 31.
 - e. Women who become Regular Members or Associates after February 1 but before August 31 will pay only one-half of the annual dues for the current club year.

Section D: **Resignations**

Resignations from membership or notification of change of classification must be made to the Membership Officer.

Section E: **Termination of Membership**

1. Any membership can be terminated for the same causes set forth in Article V.1 of the Constitution.
2. If it becomes apparent that a person knowingly provided false information upon application for membership and therefore never met the requirements of membership, she will be deemed never to have had membership in the Club.
3. Any Regular Member, Associate or Nonresident who does not pay her dues or any other financial obligation to the Club will forfeit her rights and privileges upon being so notified by the Membership Officer.

4. Reinstatement of Regular Members, Associates, or Nonresidents will take place after the dues and/or other debts and a new processing fee have been received.

Article II: Voting Procedures

Section A: Board and Committee Meetings

1. Two-thirds of the members of either the Board or committee will constitute a quorum.
2. A majority vote will carry or reject a motion.
3. In the event that no resolution can be adopted on a proposal because of the lack of a quorum, the proposal can be voted upon during the next meeting, regardless of the number of members present.

Section B: Voting at General Meetings

1. The procedure is the responsibility of the Parliamentarian. She must insure that each Member has the opportunity to vote and votes only once.
2. Voting must proceed in accordance with Article XI.5 through XI.7 of the AWC Constitution.
3. Member exercising her proxy vote will submit a completed general proxy form to the Parliamentarian prior to the beginning of the business meeting where the vote will take place. This form may be found in the By-Laws attachments. The authorized general proxy holder will cast this Member's vote during the balloting.
4. Voting Procedure:
 - a. The Parliamentarian will keep a record of all authorized proxy forms.
 - b. After discussion of the topic to be voted upon, all authorized proxy holders will go to a designated area and cast their proxy votes with the Parliamentarian and appointed judge and tellers.
 - c. All Members who are physically present at the meeting will cast their own votes.
 - d. The voting procedure outlined above will be followed unless otherwise requested by the Parliamentarian and approved by the Members present before voting begins.
5. The appointed judge and tellers will combine the total number of votes cast by proxy and those cast by the Members who are present. The final result will be announced.

Article III: Election of Officers

Section A: Term of Office and Installation

1. Officers of the Club will be elected annually for a term of one club year.
2. The officers will be installed at the monthly meeting subsequent to the election.

Section B: Nominations

1. The Board will appoint a Nominating Committee comprised of no fewer than seven Members, one of whom will be the Board Secretary. No more than two other Board members may serve on the Nominating Committee.
2. The names of the Nominating Committee members must be published, no later than January 31. Upon publication, the Nominating Committee is free to meet.
3. The Nominating Committee will communicate to the Members a slate of officers not later than 10 calendar days before the General Meeting in April.
4. This slate will consist of one or more names of eligible Members, willing to accept a nomination, for each office.
5. Additional nominations, with nominee's consent, may be made by a member in writing to the Nominating Committee chairwoman up to five (5) calendar days prior to the April General Meeting.
6. If no candidate for an office is presented in time for the election, the office may be filled by nomination from the floor, with the nominee's consent.

Section C: Election Procedure

1. Prior to the election meeting, the Parliamentarian will appoint an Election Committee consisting of a judge and two tellers. This Committee will make all arrangements for the election.
2. In the event that only one candidate has been nominated for an office, an oral vote may be taken or election may take place by acclamation.
3. If two or more nominees contest an office, election will be by secret ballot. The Election Committee will distribute, collect, inspect and count the ballots and immediately announce the results.
4. Officers will be elected in accordance with Article II, Section B of these By-Laws.

Section D: Vacancies

When a vacancy occurs on a slate after publication of the slate, before or after the election date but before the installation of officers, the Nominating Committee will reconvene and submit another nomination. The election to fill the vacancy will be held according to the regular election procedure on the day of, and immediately prior to, the installation of new officers.

Article IV: Meetings

Section A: General Meetings

1. An Annual General Meeting will be held in the month of November as outlined in the Constitution, Articles XI and XII.
2. A General Meeting will be held in April for the election of new officers as outlined in Article III of these By-Laws.
3. The date and frequency of additional General Meetings and/or monthly meetings will be decided by the Board.

Section B: Board Meetings

The Board will meet at the call of the President

Article V: General Duties of the Board

Section A: Management

The general management, direction, and control of the affairs, funds, and property of the Club will be vested in the Board.

Section B: Finances

1. The Budget for the current Club year will be presented at the Annual General Meeting in November for approval by the Membership in accordance with Article XI.7. of the AWC Constitution.
2. The Board will maintain a contingency fund of at least €17,500
3. The Board will maintain a reserve fund for the reprinting of *At Home in Holland*
4. Funds accumulated or designated by special projects may be carried in a reserve account.
5. The Board will maintain designated reserves as called for elsewhere in the By-Laws.
6. Non-budgeted expenditures may not be made without Board approval.

Article VI: Officers of the Board and Their Primary Duties

Section A: The President

1. The President will convene the Board.
2. The President will preside at all meetings and conduct them according to the most recent edition of Robert's Rules of Order. She must decide all questions of order, subject to appeal by any two Members, and inform the meeting when necessary with respect to all points of order and practice.
3. The President will communicate the agenda for all Board and General Meetings.
4. The President will appoint a Parliamentarian and, if she wishes, a Senior Advisor. These two appointees may be the same person and may be present at Board meetings, but they will not be entitled to a vote.
5. The President will be a member of the Finance Committee and have signing powers in all transactions.
6. Committee chairwomen are appointed and approved on an annual basis by the incoming Board. Whenever necessary, the President will appoint committee chairwomen.
7. The President will be an ex-officio member of every committee except the Nominating Committee.

Section B: **Vice-Presidents**

It will be the duty of the Vice-Presidents, in succession, to fulfill all the duties of the President in her absence.

1. **The First Vice-President**

- a. The First Vice-President will succeed to the presidency should this office become vacant, until such time that a special new election can take place.
- b. The First Vice-President will appoint, with approval of the President, and oversee the duties of the chairwomen specified in the AWC Policies and Procedures.

2. **The Second Vice-President**

- a. The Second Vice-President will be the house administrator and will appoint, with approval of the President, and oversee the duties of the chairwomen specified in the AWC Policies and Procedures.
- b. The Second Vice-President will coordinate with any other committee which makes use of the house.
- c. The Second Vice-President will maintain and execute a plan for ongoing maintenance, renovation and improvement, which she will present for approval by the Members at the Annual General Meeting in accordance with Article XI. 7. of the AWC Constitution
- d. The Second Vice-President is responsible for rental of the Clubhouse as outlined in the AWC Policies and Procedures.

3. **The Third Vice-President**

- a. The Third Vice-President will chair the Finance Committee
- b. The Third Vice-President will conduct a monthly review of the Treasurer's books.
- c. The Third Vice-President will see that the Club's assets are adequately covered by insurance.
- d. The Third Vice-President will prepare the Budget and the annual financial report. She will present the annual financial report at the Annual General Meeting. This report shall include an itemized account of all receipts and expenditures.
- e. The Third Vice-President will be custodian of all funds of the Club and will disburse funds or oversee the Treasurer's dispersing of funds within the limits determined by the Board/Budget.

Section C: **The Secretary**

1. The Secretary will record all proceedings of the Board and General meetings for approval and correction by the Board and Members.
2. The Secretary will maintain up-to-date files for seven years for all resolutions, the Constitution, By-Laws, minutes and committee reports.

3. The Secretary will be responsible for at least the following: the Historian and Archives. If necessary, the Secretary will assume the duties and responsibilities of these two areas as outlined in the AWC Policies and Procedures.
4. The Secretary will be responsible for the formation of the Nominating Committee, by first asking each Board member to submit three names from the General Membership.

Section D: The Treasurer

1. The Treasurer will be a member of the Finance Committee.
2. The Treasurer or any officer paying a bill will make refunds from an approved and signed Reimbursement form and these will be preserved in regular order.
3. The Treasurer will be responsible for the handling of all cash deposits, daily cash boxes, and special event cash needs.
4. The Treasurer will make a monthly report to the Board to be reviewed by the Third Vice-President.

Section E: The Ways and Means Coordinator

1. The Ways and Means Coordinator will oversee all projects generating revenue for the Club as specified in the AWC Policies and Procedures. With the approval of the President, she will appoint the chairwomen of these and other committees as outlined in the AWC Policies and Procedures.
2. The Ways and Means Coordinator will be a member of the Finance Committee.

Section F: The Magazine Editor

1. The Magazine Editor will oversee the monthly magazine and provide that it reflects the needs of the membership and the status of the AWC in the community and the Netherlands.
2. The Magazine Editor will be responsible for at least the following: article collection, proofing, advertising and layout. If necessary, the Magazine Editor will assume the duties and responsibilities of these areas as outlined in the AWC Policies and Procedures.

Section G: Membership

1. The Membership Officer will be responsible for the administration of the membership, including generating monthly reports and administration of all applications and membership dues as outlined in the AWC Policies and Procedures.
2. The Membership Officer is responsible for the distribution of the Club Directory.

Section H: The Federation of American Women's Clubs Overseas (FAWCO) Officer

1. The FAWCO Officer represents the AWC at FAWCO functions and activities including international conferences.
2. The FAWCO Officer will report FAWCO activities and information to the Board and membership.

3. The FAWCO Officer will provide a monthly magazine article relating relevant information about and from FAWCO.
4. The FAWCO Officer raises funds to support FAWCO philanthropic activities and other FAWCO endeavors as approved by the AWC Board.

Section I. Philanthropy

1. The Philanthropy Chair is responsible for any philanthropic activity, internal external, associated with AWC of The Hague.
2. At the discretion of the Philanthropy Chair, Committees may be formed for special activities and/or events, as well as to determine annual philanthropic fund distribution. Specific recommendations are to be presented for final approval by the Board.
3. The Philanthropy Chair will assume the duties and responsibilities of these areas as outlined in the AWC Policies and Procedures.

Section J. Board Member-At-Large

See Policies and Procedures Handbook for Member-at-Large job descriptions.

Article VII: Duties of Committee Chairwomen

All committee chairwomen will be prepared to report to the Board and may be asked to be present at any Board meetings.

Article VIII: Clubhouse

Section A: Responsibilities

1. During such time as the Club is in possession of the property at Nieuwe Duinweg 25, The Hague, the Club will:
 - a. Pay applicable taxes.
 - b. Maintain insurance on the building and contents at assessed value.
 - c. Maintain liability insurance.

Article IX: Magazine

Section A: Frequency

The Club will periodically publish and distribute to its Members and Associates a magazine each year (September through June).

Section B: Finances

The expenses of the magazine will be met primarily by advertising revenues under the direction of the Advertising Manager.

Section C: Magazine Mailing List

The magazine mailing list may not be sold or made available to or used by outside entities for commercial purpose.

Article X: Library

Section A: Rules

1. All Club Members and Associates have the use of the library.
2. Any individual not eligible for Regular membership may purchase an annual library membership at an amount determined by the Board.

Section B: Finances

The Board will appropriate adequate funds from the Club's treasury for the maintenance of library services.

Article XI: Miscellaneous Provisions

Section A: Suggestions and Complaints

Suggestions or complaints may be sent to the Board or put into the suggestion box provided in the Clubhouse for this purpose.

Section B: Address Change

Any Member or Associate changing her address must notify the Membership Officer; otherwise, any notice posted to a recorded address will be considered as having been duly delivered.

Section C: No-Show Policy

Reservations to all Club activities should be honored. Reservations and cancellations will be accepted until a stated deadline. Anyone who does not call or email to cancel by the deadline and does not attend the function is considered a "no-show" and will be billed accordingly. Members and Associates shall be held responsible for guest reservations that are not properly cancelled.

Section D: Membership Directory

The Membership List is for the personal use of the Members and Associates only and may not be used for commercial purposes. Permission for exceptions must be granted by the Board.

Article XII: Amendments

Amendments or revisions to these Club By-Laws must be submitted to the Board, which must act within 60 days of receipt, and if such proposed amendments or revisions meet with Board approval, they will be submitted to the General Meeting for a vote. In the event that the proposed amendment or revision does not receive the approval of the Board, it may be submitted to a General Meeting for approval or rejection at the request of at least 5% of the Members.

Revisions proposed by the By-Laws Committee: Melissa White, Cheri Lacy, Jan de Vries, Roberta Enschede, and Georgia Regnault (Parliamentarian). Discussed and approved at the AGM of November 11, 2010.