

AWC of The Hague By-laws

(Approved November 11, 2021)

Article I: Membership

Section A: Eligibility and Types of Membership

1. Members

- a. Regular
 - i. Any woman over 18 years of age who fulfills the provisions or Article IV of the AWC Constitution.
- b. Associate
 - i. Any woman who holds a valid U.S. Green card and resides in the Netherlands; or
 - ii. Any woman who has been a member in good standing of a by a FAWCO Club and is not eligible for Regular membership; or
 - iii. Subject to the approval of the membership committee, any non-American woman who has some affinity with the U.S. through friends, family or past residence there.
 - iv. The number of Associate members may not exceed 40% of Regular membership in any club year. In a new club year existing Associate members will have priority over new applicants up until the time of the dues' renewal deadline.
- c. Honorary
 - i. Any woman who has maintained a membership for an uninterrupted period of 25 years is eligible for Honorary membership.
 - ii. The Board may invite any woman who qualifies for membership to become an Honorary member.
 - iii. 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. Affiliate

- a. 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.
- b. Any former Member upon giving up her residence in the Netherlands who notifies the Membership Chair of her change in status.
- c. 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. The candidate will be notified of her acceptance and status of membership. Upon receipt of her dues and an initial processing fee, her name will then be duly recorded.

Section C: Dues

1. The membership year will be from September 1 to August 31.
2. The dues for Members will be €110 annually payable by September 30.
3. Women who become new Members after January 1 but before August 31

will pay only 60 % of the annual dues for the current club year.

4. A processing fee of €15 will be paid by all new Members.
5. A late fee of €10 will be paid by renewing Members who fail to pay dues by September 30.
6. Dues for Business/Professionals: any woman who fulfills the requirements of membership as defined in Article IV.2 of the AWC Constitution and is employed will pay €90 annually.
7. Dues for Students: any woman who fulfills the requirements of membership as defined in Article IV.2 of the AWC Constitution and is 25 years of age or younger studying fulltime in the Netherlands will pay €35 annually. A valid student I.D. must be presented.
8. Dues for U.S. Military: any woman who fulfills the requirements of membership as defined in Article IV.2 of the AWC Constitution will pay €55 annually. A valid U.S. Military I.D. must be presented.
9. Nonresident Affiliates will pay €15 annually and will receive an electronic version of the AWC *Going Dutch* magazine.

Section D: Resignations

Resignations from membership or notification of change of classification must be made in writing to the Membership Chair.

Section E: Termination of Membership

1. Any membership can be terminated for the same causes set forth in Article V.1 of the AWC 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 Member or Affiliate who does not pay their dues or any other financial obligation to the Club will forfeit her rights and privileges upon being so notified in writing by the Membership Chair.
4. Reinstatement of Members or Nonresident Affiliates 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 ensure 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. A 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 year¹.
2. The officers will be installed at the monthly meeting subsequent to the election.

Section B: Nominations

1. The President will appoint a Nominating Committee Chair, who may not be a board member. The Chair shall form a committee pursuant to the Policies and Procedures, of no fewer than seven members, of which no more than two may be board members. The Nominating Committee shall consist of a majority of Regular Members. The names of the Nominating Committee members must be published no later than January 31. Upon publication, the Nominating Committee is free to meet.
2. The Nominating Committee will communicate to the Members a slate of officers not later than 10 calendar days before the General Meeting in April.
3. This slate will consist of one or more names of eligible Members, willing to accept a nomination, for each office.
4. 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.
5. 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, if necessary, may 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 AWC 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 at least eight times per year.

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 Finance Committee shall present the proposed Budget for the current club year to the Board for approval no later than the September Board Meeting.
2. The Budget for the current Club year, as approved by the Board, 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.
3. The Board will maintain a contingency fund of at least €17,500.
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.
7. The Board shall set aside a reserve in the amount equal to the net proceeds from the sale of the property at Nieuwe Duinweg 25. The balance of this fund may be increased annually to accommodate any rise in the cost-of-living index. Interest earned from the original or revised principal may be used to support ongoing operations. Any use of the original or revised principal of this fund must be approved by a majority vote of at least 50% of the members.

8. The Board shall provide for an Investment Committee to be convened in the event the liquid assets (cash and securities) of the Club exceed the greater of two years of operating expenses or Euro 150,000. The Board shall adopt an Investment Policy Statement to be used by the Investment Committee in management of these funds including authorities, intended use of the funds and their earnings, the external management of the funds (if any) and acceptable types of investments and risk.

Article VI: Officers of the Board and Their Primary Duties

Section A: 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 meetings and the Board will communicate the agenda for the General Meetings, as per Article XI of the AWC Constitution.
4. The President will appoint a Parliamentarian and an Assistant Treasurer. The President may appoint a Senior Advisor. These appointees may attend Board meetings, but may not vote.
5. The President will be a member of the Finance Committee and have signing powers in all transactions.
6. Committee chairs are appointed and approved on an annual basis by the incoming Board. Whenever necessary, the President will appoint committee chairs.
7. The President will be an ex-officio member of every committee except the Nominating Committee.

Section B: Vice-President

1. The Vice-President will succeed to the presidency should this office become vacant.
2. The Vice-President will oversee club activities and fulfill any other duties and responsibilities of this position as further outlined in the AWC Policies and Procedures.

Section C: Treasurer

1. The Treasurer will chair the Finance Committee.
2. The Treasurer will conduct a monthly review of the books in conjunction with month's end closing.
3. The Treasurer will see that the Club's assets are adequately covered by insurance.
4. The Treasurer, in consultation with the Finance Committee, will prepare the Budget for presentation no later than the September Board meeting.
5. The Treasurer will prepare the annual financial report to be presented at the Annual General Meeting. This report shall include an itemized account of all receipts and expenditures.
6. The Treasurer will be custodian of all funds of the Club and will disburse funds or oversee the Assistant Treasurer's dispersing of funds within the limits determined by the Budget.
7. The Treasurer will assume and/or oversee any other duties and responsibilities of this

position as further outlined in the AWC Policies and Procedures.

Section D: 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 of the AWC Constitution, By-laws, minutes, resolutions, and board and committee reports.
3. The Secretary will be responsible for the administration of the membership as outlined in the AWC Policies and Procedures.
4. An online directory is available to all members and a PDF copy of the membership directory may be obtained by contacting the membership chair.
5. 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.
6. The Secretary will be responsible for ensuring that the AWC Policies and Procedures manual is up-to-date with current club practices. The Secretary will make all updates to the Policies and Procedures manual upon instruction from the Board.
7. The Secretary will assume and/or oversee any other duties and responsibilities of this position as further outlined in the AWC Policies and Procedures.

Section E: Clubhouse Administrator

1. The Clubhouse Administration Officer will coordinate with all committees and individuals which make use of the clubhouse.
2. The Clubhouse Administration Officer will be the main point of contact with the property manager.
3. The Clubhouse Administration Officer will maintain and execute a plan for ongoing maintenance, renovation and improvement of any clubhouse facility, which she will present for approval by the Members at the Annual General Meeting.
4. The Clubhouse Administration Officer will assume and/or oversee the duties and responsibilities of this position as further outlined in the AWC Policies and Procedures.

Section F: Club and Community Development

1. The Club and Community Development Officer will oversee projects generating revenue for the Club as specified in the AWC Policies and Procedures
2. The Club and Community Development Officer is responsible for any community service activity associated with the Club.
3. The Club and Community Development Officer will form committees for special philanthropic activities and/or events. Specific recommendations are to be presented for final approval by the Board.
4. The Club and Community Development Officer will be a member of the Finance Committee.
5. The Club and Community Development Officer will assume and/or oversee any other duties and responsibilities of this position as further defined in the AWC Policies and Procedures.

Section G: Communications

1. The Communications Officer shall oversee IT for the club, including management of the club website, club email addresses, Going Dutch Magazine, and weekly E-Newsletter.

2. The Communications Officer shall ensure that all communication content is accurate and consistent throughout the areas listed in this section as well as any other avenues of communication.
3. The Communications Officer shall oversee all publicity for the club.
4. The Communications Officer will assume and/or oversee any other duties and responsibilities of this position as further outlined in the AWC Policies and Procedures.

Section H. Board Member-At-Large

1. The Board Member-At-Large position may be filled at the discretion of the Board. This position is not filled by the nominating committee.
2. The Board Member-At-Large position will assume and/or oversee the duties and responsibilities of this position as further outlined in the AWC Policies and Procedures.

Article VII: Duties of Committee Chairs

All committee chairs 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. For any facility used as a clubhouse by the AWC of The Hague, whether owned or rented, the Club will:
 - a. Pay any applicable taxes.
 - b. Maintain insurance on the building and/or contents at assessed value.
 - c. Maintain liability insurance.
 - d. Pay any applicable maintenance costs.
 - e. Make timely mortgage or lease payments, in accordance with presiding document terms.

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 magazine staff.

Section C: Magazine Mailing List

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

Article X: 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 Nonresident Affiliate changing her address must notify the Membership Chair; 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 Directory is for the personal use of the Members only and may not be used for commercial purposes. Permission for exceptions must be granted by the Board.

Article XI: 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 discussed and approved at the AGM of November 11, 2021