

BYLAWS

THE HOLLAND-AMERICA CLUB OF DALLAS, TEXAS

ARTICLE I - NAME AND PURPOSE

SECTION 1: The name of the organization shall be "The Holland-America Club of Dallas, Texas".

SECTION 2: The purpose of this Club shall be to operate as a non-profit organization providing social and recreational activities for its Members, encouraging the preservation of their Dutch heritage.

ARTICLE II - MEMBERSHIP

SECTION 1: There shall be three classes of Membership:

1. Single Membership
2. Family Membership
3. Senior Family Membership (over 65 years of age)

SECTION 2: Family Membership shall consist of husband and wife and their dependent children under eighteen years old. Under special circumstances, the Board may approve inclusion of other family Members.

SECTION 3: Members shall be those whose dues are current.

ARTICLE III - FISCAL YEAR AND CLUB YEAR

SECTION 1: The Club's Fiscal Year shall run from September 1 through August 31.

SECTION 2: The Club Year shall run from August 1 through July 31.

ARTICLE IV - HONORARY MEMBERSHIP

SECTION 1: The Board shall invite the nearest Netherlands Consul General to accept an Honorary Membership in the Club.

SECTION 2: Any Member who has rendered exceptional services to the Club may be elected to Honorary Membership. An Honorary Member is exempt from payment of dues for the rest of his/her life.

SECTION 3: A proposal to elect a Member to Honorary Membership may be submitted by the Board in a written request stating the reason therefore and signed by not less than five (5) Members. Unanimous approval by the Board Members at the next Board Meeting shall be required for acceptance.

ARTICLE V - NEW MEMBERS

SECTION 1: Any individual or family who subscribes to the purpose of the Club may apply for Membership in the Club.

SECTION 2: Any applicant whose application has been denied by the Board may not reapply until at least one year has passed.

ARTICLE VI - DUES

SECTION 1: Membership dues shall be set by the Board and shall be payable September 1.

SECTION 2: New Members shall be liable for dues prorated at the time of their admission.

SECTION 3: If any Member fails to pay in a timely manner, the amount owed to the Club, the Board may suspend his/her Membership.

ARTICLE VII - SUSPENSION AND EXPULSION

SECTION 1: A resolution to suspend a Member or to expel a Member shall not be adopted except by a two-thirds majority vote of all Board Members.

SECTION 2: Notification of suspension and/or expulsion should be made by registered letter, giving such Member a ten day period to respond or request a hearing.

ARTICLE VIII - ADMISSION OF GUESTS

SECTION 1: The Board may adopt rules governing the admission of guests as well as the costs of admission of them to special events.

SECTION 2: A Member who brings a Guest to a Club event shall be responsible for the behavior and debts to the Club of this guest.

ARTICLE IX - THE BOARD

SECTION 1: The Board shall serve from August 1 through July 31.

SECTION 2: The Board shall be responsible for planning and supervising the activities of the Club and shall have general charge of the funds and property of the Club.

SECTION 3: The Board may appoint committees, whether from its own Members or otherwise, and prescribe the duties of such committees.

SECTION 4: The Board shall consist of a President, a Vice President, a Secretary, a Treasurer and a maximum of seven other Board Members.

SECTION 5: The term of office for the Board shall be two years. The two-year terms of the President and Vice President shall expire at alternate years. At the end of the President's term, the Vice President is electable to the president's position. If elected, the Vice President's term will be completed by a Member elected to a one year term only.

SECTION 6: Only Members shall be eligible for Board Membership.

SECTION 7: Any vacancy on the Board, arising between two annual meetings, may be filled by a majority vote of the Board.

SECTION 8: Each year the Board shall prepare a proposed budget to be published in the newsletter and to be voted on by the Membership during the month of October.

ARTICLE X - BOARD MEETINGS

SECTION 1: The Board shall meet whenever and wherever the President, or in his/her absence, the Vice President, shall decide.

SECTION 2: The President or his/her alternate shall convene within two weeks after receiving a written request to that effect from three Board Members.

SECTION 3: A simple majority of the Board Members present at a meeting constitutes a quorum.

SECTION 4: All meetings of the Board shall be open to the Membership. Voting and the offering and seconding of motions shall be designated by the Board.

ARTICLE XI - OFFICERS

SECTION 1: The President shall direct the overall activities of the Club. He/she shall preside at all meetings of the Board and at the Club meetings. His/her alternate shall be the Vice President, or in the latter's absence, by such Board Member as shall be designated by the Board. The President shall provide the Secretary the Agenda for each meeting of the Board, no later than seven days before such meeting is to take place.

SECTION 2: The Vice President shall be the President's alternate. He/she shall direct overall activities of the Club, and preside at meetings of the Board whenever the President is absent.

SECTION 3: The Secretary shall keep the minutes of all meetings of the Club, and be responsible for handling and filing all correspondence of the Club. He/she will give each Board Member notice by mail of upcoming meetings of the Board, and include the Agenda for that meeting, as provided to him/her by the President.

SECTION 4: The Treasurer is charged with the management of the Club's finances under the ultimate responsibility of the Board and shall collect all dues and fees of the Club. He/she shall report all transactions at all Board Meetings and shall submit to the Board a written accounting of receipts and disbursements at Fiscal Year-End. All checks must be counter-signed by the President or Vice-President.

SECTION 5: The Newsletter/Editor Chairperson is charged with the editing and mailing of the Club's Newsletter, and the maintaining of a file of all Club publications.

SECTION 6: The Program Chairperson is charged with the organization of all Club events. He/she may appoint a committee or committees, and prescribe the duties of such committee(s), to aid him/her in the execution of his/her responsibilities.

SECTION 7: The Membership Chairperson is charged with the maintenance of the Membership list, and the registration of newly admitted Members. He/she shall advise the Treasurer and the Newsletter/Editor Chairperson, full name and address of each newly admitted Member. Further, he/she shall mail each newly admitted Member the most recent Newsletter and a copy of the latest Membership Directory. A copy of the Bylaws will be mailed upon request.

SECTION 8: The Telephone Chairperson is charged with the calling of each Member prior to each event of the Club. He/she may appoint a committee, and prescribe the duties of such committee, to aid him/her in the execution of his/her responsibilities.

SECTION 9: The Director(s)-At-Large shall assist wherever assistance is needed or can be used.

SECTION 10: In the absence of an Officer, his/her duties shall be discharged by another Board Member.

ARTICLE XII - NOMINATING COMMITTEE

SECTION 1: The Board shall appoint a Nominating Committee not less than two months before the date set for the annual meeting, at which time the elections shall take place.

SECTION 2: The Nominating Committee shall consist of a Chairman, appointed by the President and two Committee Members. Only Members are eligible to become Committee Members.

SECTION 3: A list of Candidates shall be published in the Newsletter prior to the annual meeting. After publication of such list, no new names may be added except through nominations from the floor at the annual meeting.

SECTION 4: The Nominating Committee shall check eligibility of each vote cast by the Member present, or by proxy, or by mail. The Committee shall then tabulate the votes and report the results at the annual meeting.

ARTICLE XIII - AUDIT COMMITTEE

SECTION 1: The Club's books shall be audited, at the end of the term of the Board, by an Audit Committee consisting of two Members.

SECTION 2: The Committee's report shall be published in the first Newsletter of the new Club year.

ARTICLE XIV - ANNUAL MEETING

SECTION 1: The Annual Meeting shall take place during the month of May. The meeting shall include a President's Report and any other reports deemed appropriate.

SECTION 2: One-Tenth of the total number of Members of the Club shall constitute a quorum for the transaction of Club business by the Membership. Guests may attend, but may not vote.

SECTION 3: The old Board shall be active until July 31, with the month of July being a transitional period where newly elected Officers can be instructed in their duties and unfinished business can be handled.

ARTICLE XV - SPECIAL GENERAL MEETING

SECTION 1: Whenever deemed necessary, the Board may call a Special General Meeting.

SECTION 2: Upon receipt of a petition in writing, signed by at least ten Members and stating the reason for their request, the Board shall call a Special General Meeting within four weeks of the date of receipt of such petition.

SECTION 3: The petition and a list of matters to come before the meeting, together with an explanatory statement, shall be mailed to all Members at least seven days prior to the meeting.

SECTION 4: Matters that are not listed in the notice of the meeting shall not be considered in the meeting.

ARTICLE XVI - VOTING

SECTION 1: Except as otherwise provided in these Bylaws, any resolution shall be carried if approved by a majority of the valid votes cast.

SECTION 2: In case of any tie-vote, the President shall cast the deciding vote.

SECTION 3: Only Members shall be entitled to vote.

SECTION 4: Family Memberships are entitled to one vote per adult. Single Membership has one vote.

SECTION 5: Any Member eligible to vote may cast his/her ballot by proxy or mail.

ARTICLE XVII - REVISION OF THE BYLAWS

SECTION 1: The Bylaws can only be amended by a resolution adopted at the Annual Meeting or at a Special General Meeting.

SECTION 2: A proposal to amend the Bylaws may be initiated by the Board or be submitted in a written petition to the Board, signed by at least five members.

SECTION 3: At the discretion of the Board, the proposed amendment to the Bylaws may be referred to at a Special General Meeting or deferred until the next Annual Meeting.

SECTION 4: Approval of the amendment of the Bylaws shall require the affirmative votes of not less than two-thirds of the eligible votes cast at the meeting.

ARTICLE XVIII - INTERPRETATION OF THE BYLAWS

SECTION 1: The Board shall have the final authority to interpret the Bylaws.

ARTICLE XIX - LIQUIDATION

SECTION 1: A resolution to dissolve the Club can only be adopted at a Special General Meeting and if approved by at least three-fourths of the eligible votes cast.

SECTION 2: Upon liquidation of the Club, the Members present at the Special General Meeting shall decide upon the distribution of the Club's assets. The existing assets shall be distributed to charitable or non-profit organizations exempt under 501 (C) (3) of the IRS code.