

# **The Holland Club Bylaws**

## **Article I – Name of the Corporation**

This nonprofit corporation, incorporated on January 24, 1957 in the State of Louisiana, United States of America, is to be known as: The Holland Club (“Corporation,”) and is organized on a non-stock basis and shall not be operated for the primary purpose of carrying a trade or business for profit.

## **Article II – Purpose**

The purpose of the Corporation shall be to provide and nurture an environment for people of Dutch ancestry and others with interest in past, present and future Dutch culture by means of language, social and/or business interaction, on a regularly scheduled basis. To this end typical Dutch and East & West Indies cultural events may be observed and celebrated as agreed upon by the membership.

## **Article III – Main Address**

The main address of the Corporation is that of a Board Member. Such address may be changed by decision of the Board of Directors. Any change of address will be filed with the Secretary of State within 30 days of the change of address.

## **Article IV – Duration of the Corporation**

The Corporation shall remain in force and effect starting on January 30, 1957 until its dissolution.

## **Article V – Membership**

1. There shall be two (2) types of membership:

- (i) Voting Member
- (ii) Honorary Member, as decided by unanimous vote of the Board of Directors

Voting rights of the Voting Members in this Corporation shall be limited to active Voting Members in good standing.

2. A Voting Member shall be considered in good standing as long as all such Member’s dues have been paid in full and personal behavior is not considered objectionable by 51% of the Voting Members as decided by a vote at a special, general or annual meeting. Honorary Members are exempt from paying dues and shall have no voting privileges.

3. The amount, manner and time of payment of dues shall be fixed at the annual meeting. Non-payment of dues shall subject a Voting Member to suspension or expulsion.

## **Article VI – Board of Directors and Officers**

1. The business of the Corporation shall be managed under the direction of its Board of Directors who shall be elected by the Voting Members to hold office for a period of two years and until their successors shall be duly elected and qualified.
2. The Board Members shall be elected by a majority of the Voting Members casting a vote in the election. The Directors serve on a staggered basis.
3. The Board of Directors shall consist of Voting Members and shall include:
  - (i) The President, who shall have been a Voting Member in good standing for at least one year at the time of the President's election
  - (ii) Vice-President
  - (iii) Secretary
  - (iv) Treasurer
  - (v) Chair of the Newsletter Committee
  - (vi) Chair of the Membership Committee
  - (vii) Up to five Voting Directors-At-Large
- Other than the President, the offices of the Board and the Officers do not require a specific duration of prior membership in order to become a member of the Board. The offices of any member of the Board and of the Officers may be combined. The members of the Board shall be elected for a term of two years.
4. The Board of Directors shall elect the Officers, Committee Chairs and Directors-at-large by a majority vote of the Board at a duly convened meeting of the Board. The Board shall meet at least once every calendar quarter in person, by virtual attendance or any other electronic means as specified in Article VIII (5.). All Board meetings shall be called to order and presided over by the President or, in his/her absence, by the Vice President.
5. Each Board of Directors' meeting requires a quorum with a minimum of four (4) Directors or Officers present. Their presence may be by either in person, by proxy, or by electronic or other means as specified in Article VIII (5.).
6. In case of a tie-vote by the Board of Directors, the vote of the presiding Director shall break any such tie-vote.
7. In the event of a vacancy of a position on the Board of Directors or of the Officers during the term of such Board member, the President may, only for the remaining portion of such term and with approval of a majority of the remaining Officers or Board members, assume the vacant position or appoint someone to the vacant position until the next annual election of other Board members as specified in Articles VI (1.) and VIII.
8. The Officers of the Corporation are the President, (subject to the pre-condition specified in Article VI (3.) (i)), a Vice-President, a Secretary, and a Treasurer. The President shall serve as

the Chair of all Member meetings and will serve as the Chair of the Board of Directors and will preside over all Directors' meetings. The Officers shall be elected by a majority vote of the Board. The Board consists of the Officers, Committee Chairs and the Directors-at-Large. The chairs of the Committees and the Directors-at-Large are appointed by the Officers.

## **Article VII – Funds and Financial Resources**

1. The financial resources of the Corporation include annual dues paid by the Members, gifts and grants given to the Corporation and any other financial adjustment for the purpose of balancing the annual balance sheet of the Corporation.
2. A Statement of Income received and Expenses paid for each fiscal period from September 1 to the last day of August shall be submitted to the Members for their review and approval not later than 90 days after the end of the fiscal year. The Statement is to be compiled on a cash basis.
3. With respect to each fiscal period, a Voting Member who shall not be a member of the Board during such period, shall be appointed by the President for the purpose of reviewing the Statement of Income and Expenses for such fiscal period.

## **Article VIII – Members' Meeting and Elections**

1. Every two years in September, a meeting of the Members, either in person, by proxy or otherwise as set forth in Article VIII (5.), shall be held at such time as the Board shall determine.
2. At least ten (10) days prior to each such election meeting, the Secretary of the Board shall give notice to the Members stating the time and place of such meeting, as well as its agenda which shall include the nominations for Board membership as specified in Article VI (3.). The Statement of Income and Expenses shall be submitted to the Members for approval not later than 90 days subsequent to the end of the fiscal year at any regular, special or other meeting.
3. All decisions at the annual meetings shall be by simple majority of the voting Membership present or represented by duly signed proxy statements or participating by other means as specified in Article VIII (5.). Only Members in good standing, as specified in Article V (2.), shall be entitled to vote or be represented at any such annual meetings.
4. In addition to the annual or other meetings to be called by the Board, at any time during a calendar year one third (1/3) of the Voting Members may demand a special membership meeting. If so requested, the Secretary of the Board shall give notice to all Members stating time, place and agenda of such special meeting.
5. Votes of the Voting Members present at any meeting may be cast in person, by proxy, by telephone conference call, facsimile or by virtual attendance (such as Zoom or Skype) or by

similar communications equipment, provided all persons participating in the meeting can communicate with each other.

6. Moreover when any provision of law, the Articles of Incorporation or the Bylaws require the affirmative vote of Voting Members to authorize or constitute corporate action, the consent in writing of all Voting Members shall be sufficient for the purpose without the necessity for a meeting with all Voting Members.

## **Article IX – Amendments**

These by-laws may be amended or repealed in whole or in part, and new by-laws may be adopted, at any meeting of the Members by a fifty-one percent (51%) majority of the Members present pursuant to the provisions of Article VIII.

## **Article X – Dissolution**

Dissolution of the Association must be approved by three-fourth (75%) majority of all its Voting Members in good standing.

## **Article XI – Indemnification**

It is the intent of the Corporation that all members of the Board, all Officers and Members of the Corporation, past and present, shall be indemnified to the fullest extent allowed by law in accordance with LSA-12:227, as now in effect and pursuant to any amendment, modification and change thereto, or under any other law, regulation or statute relating to such indemnification as are now in effect or may be enacted in the future, to provide maximum indemnification protection for the members of the Board, the Officers and all Members of the Corporation.

**Amended and approved by the Voting Members present on September 19, 2020.**