



International Women's Club Eindhoven

BYLAWS



Approved and adopted at the General Assembly on October 27, 2005,
at Thermae Son, Planetenlaan 2B, Son.

ARTICLE 1: NAME AND PURPOSE

1.1 The organisation shall be known as the INTERNATIONAL WOMEN'S CLUB OF EINDHOVEN and shall be, herein, referred to as IWCE and/or the Club.

1.2 The purpose of the Club is to enable women of all nationalities to meet each other and to further these contacts by holding meetings, organising other activities and through other lawful means. The primary goal of the Club is to help expatriate women adjust to life in the Eindhoven area and to provide an atmosphere of friendship and support. All activities of the Club must conform to its purpose and shall be non-denominational, non-political and non-commercial in nature.

ARTICLE 2: ORGANISATION OF THE CLUB

2.1 The Board, composed of members of the Club, shall administer the business of the IWCE.

2.2 The Board shall make or delegate all decisions regarding the activities and business of the IWCE.

2.3 The official language of the Club shall be English.

2.4 The official Club year shall mean September 1 to August 31 of the following calendar year.

ARTICLE 3: MEMBERSHIP CATEGORIES AND APPLICATION PROCEDURE

3.1 Women shall be admitted to the IWCE as members in the following categories:

- i. Regular International: natives of countries other than The Netherlands, who are residents, either temporarily or permanently, in The Netherlands and/or the Eindhoven areas. (This shall be interpreted to include residents of nearby Belgium.)
- ii. Dutch International: those who are Dutch nationals but who have lived abroad for more than three years. Applicants must have returned to The Netherlands and/or the Eindhoven area before seeking membership in the IWCE.
- iii. Previous Members: women who have in the past been members of IWCE and who, by reason of returning to reside in the area or due to a change of commitments, wish to reinstate their membership. This membership category shall not be subject to quota limitations.
- iv. Transfer Members: members of International Women's Clubs in other areas who are transferred to and take up residence in the Eindhoven area. The member must apply for membership in the IWCE within 24 months of transfer. This group shall not be subject to quota limitations for purposes of membership but shall be included in the nationality count for determining quota limitations for the Club.
- v. Corresponding Members: previous members residing more than 50 kilometres from Eindhoven who wish to receive a monthly newsletter to stay informed about the Club's Activities. The amount to be paid by Corresponding Members for annual dues shall be determined by the Board.
- vi. Honorary Members: members who have been appointed by the Board in recognition of extraordinary achievements or contributions to the IWCE. Any member in good standing may nominate another member for the category of Honorary Member. The Name of the nominee shall be brought to the Board, who will decide on the proposal. Nominees cannot currently hold a position on the Board.

3.2 Quotas: Unless otherwise stated, no single nationality shall be represented by more than 25% of the total membership. When the quota for a particular nationality has been filled, a waiting list shall be kept for the next membership opening.

3.3 Application Procedure:

- i Women who wish to become members must complete an application form, available from the Membership Officer, and return it to the Membership Officer within 30 days or apply via website by filling in the form on the website within 30 days.
- ii The Membership Officer will review and approve applications for membership and announce the new members at each Board Meeting. The Board will review applications requiring special consideration.
- iii Upon approval of the Board, the prospective member will receive both a letter from the Membership Officer welcoming her to the Club and imparting information as to payment of dues and the Special Activities Group Calendar which includes the names and contact information for all officers and area representatives.
- iv Membership becomes official upon receipt of the payment of dues at which time the new member is sent a copy of the IWCE Constitution and Bylaws.

ARTICLE 4: MEMBERS

4.1 Refer to Article 5 of the Constitution for information on members' rights and duties.

4.2 New members must remit their annual dues to the Treasurer within 30 days of having been accepted for membership. Existing Members are required to pay their annual dues by the October monthly meeting of the new membership year. Late fees will be assessed if dues are received after this time.

4.3 Members who have paid their annual dues will be included in the Membership Directory. The Membership Directory will be used for Club business only, in line with Article 2 of the Constitution.

4.4 Members not resident in The Netherlands will receive IWCE publications through the normal post and be listed in the Membership Directory upon payment of their annual dues.

4.5 Members in good standing shall be allowed to bring a guest(s) to a meeting. A guest may not attend more than two meetings before being asked to join as a member of the Club. Guests must either be eligible to become an IWCE member or can be a family member or friend visiting from outside The Netherlands.

4.6 Refer to Article 6 of the Constitution for information on disciplinary action and appeals. A member who is appealing the Board's decision to cancel her membership on behalf of the Association shall submit a letter of appeal to the Board and the Board must call a General Assembly for an appeal hearing within one month of receiving the appeals letter. The appeal hearing shall be chaired by a member in good standing chosen by the General Assembly. After hearing the appeal, the General Assembly shall vote on whether to accept or reject the Board's original decision. This General Assembly vote shall be binding.

ARTICLE 5: BOARD

5.1 The Board's role is to guide the Association. See Article 10 of the Constitution and Appendix A.

5.2 The minimum composition of the Board (see Article 7, items 1 to 3 of the Constitution) must be as follows: 3 designated posts (Chair, Secretary and Treasurer). Other posts may be named with specific duties and responsibilities. The three designated posts must be filled first—this is a legal obligation. The other posts with specific duties and responsibilities are then to be filled. See Appendix A for details of the duties of designated and named post holders.

5.3 Elections:

- i. The officers of the Board shall be elected from among members of the IWCE in good standing.
- ii. The term of office for each position shall be two Club years. Officers can be re-elected for another two years for a maximum of 4 consecutive years on the Board but, in extenuating circumstances (e.g., a new candidate cannot be found), this limit may be reviewed. In order to have continuity of knowledge of IWCE and Board procedures, whenever possible the positions of Chair and Secretary shall change over at the same time but not in the same year as the positions of Treasurer and Vice-Chairperson.
- iii. See the Constitution Article 9.3 of procedures in the case of a vacancy occurring in any office.

The list of officers shall be presented by the sitting Board in May of the election year.

iv. General approval of proposed officers shall be obtained from the IWCE membership by voice vote at the June meeting.

v. The newly elected Board (officers) of the IWCE shall take office at the September Meeting or at such other time as shall be deemed appropriate by the sitting Board.

5.4 One of the three key designated officeholders (see Article 7, item 3 of the Constitution) or the Vice-Chairperson must be present at Board meetings in order for the voting procedure to be valid.

5.5 Board members are required to attend a minimum of 60% of the monthly Board meetings during their years in office.

5.6 Board meetings are open to all IWCE members who are welcome to contribute to discussions. However, only Board members are entitled to vote in Board meetings on the issues discussed. It is the responsibility of individual Board members to request a vote, if they consider it necessary.

5.7 Decisions at Board meetings are to be reached by a majority vote of the Board members present. (In the event of a job share for a Board position/positions, only one vote is allowed per position.) The Chairperson shall establish at the start of each meeting who will be able to vote in the course of the meeting.

5.8 The notes of Board meetings (to include a record of any decisions made) must be kept in the Secretary's file. This is a legal obligation—see Article 12 item 1 of the Constitution. The minutes of the Board and General Assembly meetings must be signed by the Secretary and Chairperson.

5.9 Proposals to the General Assembly put by the Board as a whole should have been discussed and agreed at a previous Board meeting.

5.10 If a Board member determines that she needs assistance with her position she must approach the Board first for approval to recruit an assistant or to set up a standing committee.

ARTICLE 6: COMMITTEES

6.1 The only legally required committee is the Audit Committee — see Article 12, item 3 of the Constitution for the composition and function of this committee. The members of the Audit Committee for the next Association Year are elected by the General Assembly at the same meeting that the Annual Report for the concluding year is presented (usually the Annual General Meeting).

6.2 Committees can vary depending on the needs of the IWCE. Specific committees may be appropriate for particular situations.

6.3 The Chairperson of any committee is required to give a status/progress report (to include financial matters) to the monthly Board meetings.

6.4 Committees must submit financial proposals for planned expenditures to the Board for approval before the plans are implemented. Note: Any subsequent increase in costs of more than 10% of the original financial proposal must be approved by the Board before the extra costs are incurred.

6.5 Committee participation is open to all members. Requests to join any of the committees must be submitted to the Board for prior approval.

ARTICLE 7: SPECIAL INTEREST GROUPS

7.1 The IWCE shall support any number of Special Interest Groups that are designated for members only. These groups may publish articles and promote their activities every month in the newsletter. In order to stay viable (e.g., because an instructor must be paid) other Interest Groups may be available to non-members as well as members but these shall not be considered to be supported by the IWCE.

7.2 These groups shall choose their own coordinator and method of organisation.

7.3 The leaders of the Special Interest Groups may report information each month regarding their activities for publication in the Newsletter.

7.4 Special Interest Groups open to non-members as well as to members can submit articles to the newsletter but cannot promote their activity (e.g., by providing contact person name and

number extending an invitation to join), other than as described in 7.5.

7.5 Once a year the newsletter editor shall prepare a calendar of activities to be included with the September newsletter. This calendar shall provide an overview of all of the activities available to Club members (both members only groups and "open" groups for non-members as well as members).

ARTICLE 8: FINANCIAL MANAGEMENT OF THE CLUB

The financial year runs from September 1st to August 31st, as stated in Article 3 of the Constitution.

8.1 IWCE committees or groups can ask for support for any extraordinary activities open to all members. The Board shall make special regulations to cover the situation if necessary.

8.2 5% of the net profits of any IWCE fundraising events held to benefit other organisations (e.g., a charity) will be returned to the IWCE charity account to provide a float for the next event.

8.3 Any member who acts on behalf of the IWCE in organising an activity or event is responsible for the finances involved and must submit a financial account (IWCE Activity/Event Finance Report Form) to the Treasurer no later than four weeks after the event has taken place.

8.4 Membership subscription fees, visitor fees and newsletter subscription fees shall be proposed by the Board for approval at the AGM.

8.5 In order to be considered a member in good standing of the IWCE, annual dues must be paid by existing members no later than the October monthly meeting of each Club year, or for new members, within thirty days of the issue of welcome to membership.

8.6 If a member resigns (or is expelled) in the middle of the Association year she is not entitled to a refund of her yearly dues (i.e. the money is forfeited).

8.7 The Treasurer must present a proposed budget for the new Club year on behalf of the Board to the AGM for approval by the General Assembly.

8.8 All credits and debits from/to the bank account shall be made in the name of the International Women's Club of Eindhoven. Withdrawals shall require the signature of the Treasurer up to amounts decided by the Board and of the Treasurer and the Chairperson for all others.

8.9 i After all expenses are paid a minimum of Euro 1000 shall be left in reserve in the Club accounts at the end of each financial year, in addition to any subscription fees paid in advance for the following year.

ii If a Board wishes to spend more than 10% of the money in the savings account in any given club year, approval from the membership shall be sought via a special general meeting. This protects against insolvency.

8.10 Board members shall be entitled to reclaim from the Treasurer any reasonable receipted expenses incurred on behalf of the IWCE – such expenses as are approved by the Board.

8.11 Registration at the Kamer van Koophandel (the Chamber of Commerce) provides protection against financial liability. Should financial problems arise, the KvK must be informed by the Club Chairperson as soon as these difficulties become apparent. Note: In the event of possible dissolution of the Club consult Article 20 of the Constitution for the relevant procedure.

ARTICLE 9: GENERAL ASSEMBLIES

9.1 General Assemblies (i.e., meetings of the full membership) shall be conducted in accordance with the Constitution. The membership must be notified in writing at least 14 days in advance of the meeting that the General Assembly is being called. Refer to Articles 13,14,15 and 16 in the Constitution for details.

9.2 Notification of a General Assembly should include an agenda for the meeting. Ordinary members can propose their own items for the General Assembly and Annual General Meeting agenda, preferably in writing prior to the meeting. However, if the General Assembly agrees, additional agenda items may be added to the meeting.

9.3 A quorum must be present at the meeting or represented by proxy at the AGM. A proxy form will be included in the newsletter prior to the meeting. This must be signed by the member and brought to the meeting to be given to the Chairperson or Vice-Chairperson before voting

commences. Refer to Article 15.1 in the Constitution for details.

9.4 In order to give members the opportunity to vote via a proxy at the AGM, a proxy form will be included in the newsletter prior to the meeting. This must be signed by the member and brought to the meeting to be given to the Chairperson or Vice- Chairperson before voting commences. Refer to Article 15.1 in the Constitution for details.

9.5 An annual report will be issued at the AGM for the relevant financial year. For details of the legal requirements see Article 12 of the Constitution. Additional items shall be reported upon as decided by the Board.

9.6 If an Extraordinary General Meeting (defined as a meeting that has been called for a specific vote) needs to be called by either a Board member or any other member, the procedures are given in Articles 9,13,14,17,18 and 21 of the Constitution. May be used as a means of official communication for formal procedures.

ARTICLE 10: NEWSLETTER

10.1 In accordance with Articles 14.1 and Article 17.3 of the Constitution, the newsletter may be used as a means of official communication for formal procedures.

10.2 A minimum of 6 newsletters must be published each year on a bi-monthly basis, advising members of the Club's activities and including any information deemed important by the Board.

10.3 Members shall receive an annual directory of the IWCE membership and a list of the Special Interest Groups (with the names of the coordinators) together with the newsletter.

ARTICLE 11: AMENDMENT OF THE BYLAWS

If an amendment to the Bylaws is required, it must be carried out via the General Assembly (i.e., a meeting to which all the members are invited). See Article 16 of the Constitution for details of the procedure.

ARTICLE 12: MEMBERS' ACCESS TO CONSTITUTION AND BYLAWS

All members shall receive a copy of the Constitution and the Bylaws. New members shall receive a copy upon payment of dues and current members shall receive an updated copy should the Bylaws or Constitution be changed. Although Appendix A (Positions) is contained in a separate document, it is an integral part of the Bylaws and can only be altered in line with Article 11 of these Bylaws.

Any matters covered in these Bylaws may not contradict the law or the constitution. If any matters contradict the Constitution, then the Constitution will take precedence. Any change to these Bylaws must be approved by a majority vote of a quorum of the members. In accordance with the Constitution, a quorum will be considered one fifth (20%) of the members in good standing. October 2012.