



BYLAWS

Netherlands America Chamber of Commerce Washington Metro

Article 1 – Name

1. The name of this organization shall be the Netherlands America Chamber of Commerce Washington Metro. The organization shall hereinafter be referred to as “**NACCWM**”.
2. The principal business office of NACCWM shall be maintained in Washington, District of Columbia, United States.

Article 2 – Mission Statement and Purpose

1. NACCWM is a non-profit, non-governmental, non-political member based networking organization for Dutch and American businesses and individuals. The NACCWM encourages and facilitates the transaction of business between both countries and promotes the interests of its members.
2. The aim of the NACCWM is to make the ties between the Netherlands and the Washington Metro area business community even stronger through our services, events, speaker series, local company tours and other networking events.
3. Limitation of Methods. The NACCWM shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Article 3 – Membership

1. There shall be two (5) classes of membership: Patron, Corporate, Small Business, Individual and Young Pro.
2. Any person, firm, partnership, association, organization or corporation may apply for general membership in NACCWM.
3. Members shall be entitled to a vote, to receive all publications of NACCWM, to serve on standing divisions, task forces or committees and to attend all regular and special meetings and to have the privilege of the floor at such meetings. Furthermore, they shall be allowed to participate in all referenda conducted by NACCWM and to display the emblem of the organization. A copy of the current bylaws shall be made available and provided to all members upon request.

4. One vote is allowed for each membership. The person designated to cast this vote shall be specifically entered upon the record of NACCWM at the time of joining NACCWM. This information will be updated annually; however, a member may change its designee, as it deems appropriate.
5. The board of directors, by affirmative vote of 2/3 of all members of the board, may suspend or expel a member for conduct unbecoming a member or prejudicial to the aims or repute of NACCWM after due notice has been given to the member in question. Such members will be notified by certified mail, return receipt requested or by personal service of the circumstances giving rise to the suspension or expulsion.
6. Any fifty (50) members in good standing of NACCWM showing cause by petition to the board of directors can request the expulsion, with or without cause, of a member in a general meeting.
7. When a member shall be in default in payment of such member's investment for a period of four (4) months from the mailing of said member's investment renewal notice, such member's membership shall thereupon be terminated. Notwithstanding the foregoing, a member shall not be considered in good standing if such member's investment is not paid within 120 days of the receipt of renewal notice.
8. Any member, upon written notification to the board of directors, may resign from such member's membership in NACCWM.
9. The death, resignation, expulsion, bankruptcy, dissolution or closure of a business shall terminate a member's membership and all rights incidental thereto with the exception of a business dissolution or closure, which may transfer their membership to an individual status. There shall be no refund of fees or dues.
10. Reinstatement of membership in NACCWM of an expelled or resigned member shall be made by re-application to NACCWM in accordance with Article III, Paragraph 2.
11. A membership in NACCWM shall not be transferable from one business to another or from one individual to another without board approval.

Article 4 – Meetings of the Members

1. The members of NACCWM shall hold an annual meeting in the third [quarter] of each year at a time and place to be designated by the board of directors. At such annual meeting, the newly elected officers may be installed, reports of the officers of NACCWM may be considered and any other business may be transacted.
2. Meetings of the members shall be held at such time and place and at such intervals as the board of directors may designate.
3. Special meetings of the members may be called by the president or written request of five (5%) of the members in good standing with the NACCWM.
4. The notice of each member meeting, stating the time and place thereof, shall be given or mailed to the members at least 10 days in advance.
5. A quorum at any general meeting of the members shall consist of the president and/or the appropriate vice-president designated under these

bylaws and not less than five (5%) of the general members in good standing with NACCWM.

Article 5 – Board of Directors

1. The management of NACCWM shall be vested in a Board of Directors, consisting of the president, the vice-president, and the treasurer of NACCWM, and not less than zero nor more than ten additional directors.
2. The duties of the Board of Directors shall be to: Transact all business in accordance with the Bylaws and such business as may be delegated by the NACCWM members; Promote the participation of stakeholders in all public, social, cultural and civic events; Fill vacancies in any elective office for the unexpired term by election by majority favorable vote, adhering to all requirements for eligibility of candidates as provided under this Article. All Board members shall be given prior notice of such election; Hold meetings as necessary, at the time and place to be designated by the board; and Authorize expenditure of all funds.
3. The term of office of directors shall be two years; they may be re-elected for one, and if so proposed by the board and seconded by the members, for a second additional term of two (2) years. The term of office for the president, vice-president, treasurer and secretary shall be one year, but they are eligible for re-election during the full term of their membership of the board.
4. The president shall preside at meetings of the Board of Directors and all member meetings. The President shall have general supervision of the business and affairs of NACCWM and shall perform such other duties as ordinarily pertain to the office of presidency.
5. The vice-president shall act in place of the president in the event of the president temporary disability or absence from meetings or other activities, which the president is designated to perform by these bylaws. The president may appoint members of the Board of Directors to any division.
6. The treasurer shall be responsible for the safeguarding of all funds received by NACCWM and for their proper disbursement. Such funds shall be kept on deposit in a financial institution or invested in a manner approved by the Board of Directors. Checks are to be signed by the treasurer and the president or, in their absence, by the vice-president. The treasurer shall cause a [quarterly] financial report to be made to the board.

Article 6 – Committees

1. The board of directors may create an advisory committee, to which the president may appoint any person with a special interest in the work of the [society] or who can contribute to its program. The role of such a committee shall be solely advisory to the board of directors.

2. The board of directors may create as many special committees as it deems advisable and shall specify the duties and the functions of all committees thus created. The president shall appoint chairpersons of such committees.
3. The president shall be an ex-officio member of all committees, to which he/she is not regularly appointed, unless provided otherwise in these bylaws.

Article 7 – Finances

1. Annual dues for membership shall be payable on October 1, covering the ensuing 12 month period. The Board of Directors shall determine the amount. After the month March of the year, the membership dues are 50% of the annual amount.
2. When necessary, the Board of Directors may solicit contributions to defray the expenses of special projects deemed worthy of the support of the NACCWM.
3. All money paid to NACCWM shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account at an institution approved by the board.
4. Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.
5. The fiscal year of NACCWM shall close on 31st of August.

Article 8 – Dissolution

1. NACCWM shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of NACCWM. On dissolution of NACCWM, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

Article 9 – Amendment

1. Bylaws. The Board of Directors may amend or repeal these bylaws, or adopt new bylaws, by the affirmative two-thirds (2/3) vote of the board of directors present during a regular or special meeting of the board. Board members shall be sent a copy of all proposed amendments submitted to the board at least thirty (30) days prior to such a meeting of the board.

2. Articles of Incorporation. To amend the articles of incorporation, the board of directors first shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the board of directors for which written notice of the purpose shall be given. At such meeting, the proposed amendment shall be adopted by the affirmative vote of two-thirds (2/3) of the members of the board of directors.

Article 10 – Indemnification Clause

1. No member, officer or director of NACCWM shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.