

# Proposed BY-LAWS of the HOLLAND SOCIETY of NEW YORK

## ARTICLE I NAME, LOCATION AND PURPOSE

*Section 1.* The name of this corporation (the "Society") is THE HOLLAND SOCIETY OF NEW YORK.

*Section 2.* The registered office of the Society may be determined by the Board of Trustees (the "Board"), as the Board may from time to time determine or as the business of the Society may require. The Society may also have offices at such other locations as the Board may from time to time designate or the activities of the Society may require.

*Section 3.* The Society is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The primary purpose of the Society is to be a membership organization that maintains, preserves, and expands knowledge of the early history and settlement of New Netherland by the Dutch. The Society will have any other purposes or powers as stated in its Constitution or Articles of Incorporation or as are or may be granted by the Not-for-Profit Corporation Law of the State of New York or any successor legislation.

## ARTICLE II MEMBERSHIP

*Section 1.* Candidates must be male descendants in the direct male line as more fully described in the Constitution, Article III, Section 1.

*Section 2.* Candidates for admission must be proposed by one member and seconded by another and the members proposing a candidate shall state in writing the name of the person proposed and his qualifications for membership.

*Section 3.* Before being considered for membership, each candidate shall furnish satisfactory proof of his eligibility.

*Section 4.* The name of every candidate, with those of his proposers, shall be sent by the respective Committee to the Secretary for consideration of his candidacy at a regular meeting of the Board.

*Section 5.* Every person elected to membership shall pay to the Society the established admission fee together with all other fees and dues required. In the event that the person so elected shall not have made these payments prior to the next meeting of the Board, the Board may declare his election void.

*Section 6.* Membership in the Society may be suspended or terminated by a vote of the majority of the Trustees for conduct by a member likely, in the sole opinion of the Board, to endanger the welfare, interest, or character of the Society. The Board, at its own discretion, may provide an opportunity to such member to present information in support of their continued membership to the Board.

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*Section 7.* If any member neglects or refuses to pay his annual dues for one year after they are due, he shall be considered to have resigned his membership unless a reason is presented and deemed acceptable to the Board, at its sole discretion, in which case the Board may continue him as a member upon such terms and conditions as to the payment of arrears and dues as it may be set forth.

### ARTICLE III MEMBERSHIP MEETINGS

1. The Annual Meeting of the Society shall be held on or about April 6th, the anniversary of the day when in A.D. 1566, the Dutch combined against tyranny and adopted the badge which is now the badge of this Society.
2. No special meeting of the Society shall be called at any time except by order of the President, with the approval of at least one fifth of the Trustees, or by the Secretary whenever twelve or more members make a written request, setting forth the purpose of such meeting. At any special meeting no business other than that specified in the call shall be considered.
3. At least thirty days, or in the case of a special meeting, ten days, written notice shall be given to the members of all meetings of the Society. The lesser of one hundred members or 5% of the total number of members eligible to cast a vote in person or by proxy shall be necessary to constitute a quorum, but a smaller number may adjourn the meeting to another day.
4. At the Annual Meeting of the Society, the order of business, unless otherwise voted at such meeting, shall be as follows:
  - i. Reading of minutes of the previous meeting
  - ii. Reports of officers
  - iii. Reports of committees.
  - iv. Report of the Nominating Committee and presentation of the slate for the election, if contested.
  - v. Presentation of awards
  - vi. Other business
  - vii. Adjournment
5. Each member of the Society present at a membership meeting may cast one vote on any item presented for action.
6. Any notice required to be given under the Articles of Incorporation, the Constitution or these By-laws, is effectively waived by written waiver signed by the person entitled to such notice, before or after the meeting to which such

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notice relates, or by attendance at such meeting otherwise than for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

7. There are: (a) Annual, (b) Junior, (c) Life, and (d) Honorary Life Memberships. The Board may create additional categories and shall set fees and dues for each membership category as appropriate which fees and dues should be revised.

### **ARTICLE IV BOARD OF TRUSTEES**

*Section 1.* Trustees shall be chosen from members of the Society consisting an even number of up to twenty and not less than twelve Trustees who shall be elected to four year terms. The Trustees shall be divided, as evenly as possible, into classes so that the same number of Trustees are elected each year.

*Section 2.* The members may also entitle former Trustees as Trustees Emeriti for exemplary service to the Society on the Board.

*Section 3.* The Board shall have general charge of the affairs, funds, and property of the Society. It shall be their duty to carry out its objects and purposes, and may exercise all the power of the Society, subject to the Constitution and these Bylaws.

*Section 4.* The Board shall have the power to fill any vacancy in their number until the next Annual Meeting or until a successor is elected and qualified.

*Section 5.* No Trustee may serve for more than eight years consecutively, but is again eligible to be elected after an intervening Annual Meeting.

*Section 6.* The Board shall cause to be prepared annually a statement of the financial condition of the Society, the number of members, and other matters of general interest to the Society, and a statement sent to each member at least ten days previous to the Annual Meeting.

*Section 7.* The Board shall hold regular quarterly meetings at dates and times to be determined by the Board.

*Section 8.* One third the total number of Trustees elected and qualified when present or participating shall constitute a quorum, but a smaller number may adjourn a meeting to another date.

*Section 9.* At least 10 days' notice by mail, telephone, or electronic means shall be given to the Trustees of all regular meetings of the Board.

*Section 10.* A special meeting of the Board shall be called by the President or by the Secretary upon request of a majority of the Executive Committee or a majority of the Trustees. Such special meeting shall be held at the time and place requested by such majority. At any special meeting no business other than that specified in the notice of

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meeting shall be considered. At least 10 days' notice of special meetings of the Board shall be given to the Trustees by mail, telephone, or electronic means.

*Section 11.* Past Presidents of the Society shall be members of the Advisory Council of Past Presidents.

*Section 12.* Any Trustee who does not attend three consecutive regular meetings of the Board shall be deemed to have resigned as a Trustee unless otherwise excused by the Board.

*Section 13.* Members of the Board may attend and participate in any meeting by any communication method allowing all persons participating in the meeting to hear each other at the same time.

*Section 14.* Each Trustee and officer also serving as Trustee, including the President (who is to be replaced as a Trustee upon election) shall have one vote. The Board may take action outside of a regular or special Board meeting by electronic means. In order for action to be taken in this manner, unless otherwise specified a majority of the Trustees present and/or participating must vote affirmatively on the question provided there is a quorum.

### ARTICLE V FUNDS AND SECURITIES

*Section 1.* There shall be a general Endowment Fund which shall consist of all donations and bequests (except such as are specifically designated for other uses of specific projects) all admission fees and all sums paid for life membership or for junior membership. The income only of the Endowment Fund may be expended during the calendar year for the ordinary uses of the Society and to defray its expenses, unless the income is less than 4 percent of the fair market value of the Endowment Fund as of the preceding December 31, in which case principal may be expended to the extent necessary to bring the total expenditures up to the 4 percent amount; provided however, that no principal may be expended, unless the average fair market value of the Endowment Fund for the 3 years ending on such December 31 exceeds the average fair market value for the 3 years ending on the preceding December 31.

This section of the by-laws may be amended or abrogated only by a vote of two-thirds of those present in person or by proxy at an annual or special meeting of the membership.

*Section 2.* There shall be designated funds, each of which shall consist of donations accepted by the Board for specified purposes. The income (*i.e.*, interest and dividends only) only of such designated funds may be expended for such specified purposes, unless the terms under which the designated fund is established do not impose this restriction.

*Section 3.* The Endowment Fund shall be in the custody of the Treasurer who, as to any and all investments and changes in investments, shall act in accordance with the written recommendations of the Finance and Audit Committee, or if, in the opinion of the

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President, such Committee shall fail to function with due expedition, then the Treasurer shall act in accordance with the written recommendations of the Executive Committee. In case the Treasurer shall be unable to act, then the President may act in place of the Treasurer.

*Section 4.* All monies of the Society not specifically appropriated to the Endowment Fund or some designated Fund or purpose and all income therefrom, including income from the Endowment Fund, as defined in Article V, section 1, shall constitute its General Fund. This Fund shall be used for the ordinary expenses of the Society and shall be disbursed as provided in the Annual Budget voted by the Board as modified from time to time.

### **ARTICLE VI OFFICERS**

*Section 1.* The duties of the President shall include the call for all meetings of the Board, of the Society, and the Executive Committee, appointing the place of each meeting, and exercising the usual functions of a presiding officer. The President is an ex-officio member of all committees.

*Section 2.* At its first meeting after the election, the Board shall elect its other officers and members of the Executive Committee who shall serve until the next annual meeting or until their successors have been chosen, provided that any Trustee elected to a position under this section may be replaced at any time by resolution approved by a majority of the Trustees, and that no Trustee shall serve as an officer in the same office more than four years in succession.

*Section 3.* The Vice President shall preside over meetings of the Board or the Society in the absence of the President. Upon the resignation, disability or other reason that the President is unable to complete his duties, the Vice President will serve during the period of his disability or the balance of his term.

*Section 4.* The Secretary shall make and keep a record of all meetings of the Board, the committees, and of the Society; and have custody of the Constitution, Bylaws and the Corporate Seal. He shall notify each Trustee of all meetings of the Board, and each member of the Society of all the meetings of the Society; issue all other authorized notices to members; and conduct the correspondence of the Society. The Secretary may delegate such of his administrative duties as he shall deem proper subject to the consent of the Board.

*Section 5.* The Treasurer shall collect, and under the direction of the Board, disburse the funds of the Society, and shall keep regular accounts which shall be subject to the examination of the President and Board and independent auditors retained for that purpose at the end of each fiscal year and as needed. He shall submit a financial statement to the Board at each regular meeting and to the members at the Annual Meeting. The Treasurer may delegate such of his administrative duties as he shall deem proper subject to the consent of the Board.

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*Section 6.* The Domine shall perform the religious duties at the meetings of the Society and organize the Society's Memorial Church Service, and is neither required to be a Trustee nor subject to the officers' limit on term of service.

*Section 7.* Upon the death, disability or absence of any officer, except with respect to the office of President as provided for in Section 3 above, the Board shall elect a successor to hold office for the period of his absence or the balance of his term, whichever is shorter. To the extent officers were Trustees when elected, they shall remain Trustees with voting powers unless and until they resign or their term ends or is ended for cause.

*Section 8.* The Board may appoint staff positions it determines are necessary to effectively conduct the business activities of the Society. These individuals need not be members of the Society and may be entitled to such compensation and other terms of employment as may be determined by the Board. The President will, on behalf of the Board, supervise the work of the staff.

### **ARTICLE VII NOMINATIONS**

*Section 1.* Each year, at the third regular meeting of the Board, the President shall recommend to the Board a chair and four members of the Society as the Nominating Committee. None of the members of the Committee are required to be Trustees.

*Section 2.* The Committee shall nominate candidates for President and Trustees to be presented on a single slate for election by the members at the Annual Meeting of the Society. The Nominating Committee shall verify the willingness to serve of each person to be nominated prior to completing nominations and circulation of the slate of nominations to members.

*Section 3.* A single slate of nominees shall be sent to each member of the Society at least thirty days before the Annual Meeting.

*Section 4.* Members may nominate any member for any position on the Board. The nomination must be submitted in writing to the Chair of the Nominating Committee, or the Secretary, at least fifteen days before the Annual Meeting, and must include a signed agreement from the nominee asserting his willingness to serve.

*Section 5.* In the event that there are nominations in addition to the slate presented by the Nominating Committee, the Secretary will prepare a ballot reflecting the slate and the additional nominees. Three members who are neither Trustees nor nominees shall be selected as tellers to tally the ballots. The results of the voting shall be presented to the Chair of the Nominating Committee who will announce the names of those elected.

### **ARTICLE VIII EXECUTIVE COMMITTEE**

*Section 1.* The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and three Trustees selected by the President.

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*Section 2.* A quorum of the Committee shall be three, and it shall meet upon the call of the President or any two of its members.

*Section 3.* Notice of all meetings shall be given at least two days in advance.

*Section 4.* The Executive Committee may exercise, when the Board is not in session, all powers of the Board except as to matters forbidden by these By-laws or by the New York Not-For-Profit Corporation Law.

*Section 5.* Section 5. The Secretary shall record the minutes of all Executive Committee meetings which shall list all the actions taken at its meetings and a Committee member shall move the Board's ratification of those actions at the Board's next scheduled meeting. The Board may amend or repeal any Committee actions, but such amendment or repeal shall not operate retroactively.

### **ARTICLE IX COMMITTEES**

*Section 1.* The members and chairs of all Committees shall be appointed by the President as soon as practicable after his election. Each Committee shall be chaired by a Trustee and consist of at least two additional members who need not be Trustees.

*Section 2.* The Standing Committees shall be:

- A. Finance and Audit
- B. Membership
- C. Genealogy
- D. Library and Archives
- E. Publications
- F. Annual Meeting and Banquet
- G. Branches
- H. Scholarships
- I. Law

*Section 3.* The power of the Committees to expend funds of the Society shall be limited to the amounts made available for such purpose by the Board either in the Annual Budget or by special appropriation.

*Section 4.* Special or Ad Hoc committees may be created from time to time by the President or by the Board and all such committees shall be automatically discharged when their purposes are accomplished.

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### Section 5. Standing Committee responsibilities:

- A. **Finance and Audit Committee.** The Committee shall consist of a chair and at least three members, one of whom shall be the Treasurer. The Committee shall develop policies for the management of the Society's financial activities to present to the Board for approval including recommendations for dues and fees, and managing the administrative tasks related to the financial matters of the Society. It will also:
- i. Recommend to the Board the Society's investment philosophy and practices and the professional managers for its funds
  - ii. Review the annual operating budget and recommend its approval to the Board before the commencement of each fiscal year and will review all income and expenditures and report at the regular meetings of the Board.
  - iii. Make a report of the financial status of the Society at each Annual Meeting.
  - iv. Recommend to the Board an independent auditor who shall perform an audit at the conclusion of each fiscal year, and will review that audit and recommend its acceptance or other appropriate action to the Board.
  - v. Recommend to the Board policies for the prudent management of the Society's Endowment Funds.
  - vi. Review proposals for insurance coverage for the Society and its activities and recommend to the Board appropriate action.
- B. **Membership Committee.** The Committee shall foster the expansion of the membership of the Society and to encourage eligible persons to become members of the Society; to receive and review the applications of new members; to determine if applicants meet the Society's eligibility requirements; and to recommend new members to the Board for action on their applications.
- C. **Genealogy Committee.** The Committee shall report on the genealogy of candidates submitted to it, and will maintain documentation relating to the genealogy of Society members and of the Dutch settlers of the American colonies.
- D. **Library and Archives Committee.** The Committee shall be responsible for the Society's collection of documents, books, archives, and artifacts relating to the history and traditions of the Dutch settlers of the American colonies, and shall establish policies and methods for the care of these items and actively seek ways to expand access to this material and



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enhance the knowledge of Dutch colonial history available to members, scholars and others interested in this history.

- E. **Publications Committee.** The Committee shall oversee the publishing of the Society's journal de Halve Maen and other communications to members and prospective members about the Society, its aims and purposes, and history and traditions.
- F. **Annual Meeting and Banquet Committee.** The Committee shall make the arrangements for the Annual Meeting and Fall Banquet within the parameters set by the Board.
- G. **Branches Committee.** The Committee shall include the Branch Chairs and a chair appointed by the President. It will provide advice and support to the Branch Chairs and Board in their efforts to provide programs, events and other opportunities to engage and involve the members of their branches. The Branches will also be encouraged to assist in the recruitment of new members to the Society.
- H. **Scholarship Committee.** The Committee is charged with managing the Society's scholarships by distributing information about the criteria for eligibility, the application process for each scholarship and, at the conclusion of the selection process, making recommendations to the Board of each year's recipients. Scholarship recipients will be announced at the Annual Meeting. The Committee will coordinate its activities with the Finance and Audit Committee to identify the funds available in each scholarship account.
- I. **Law Committee.** The Committee shall be responsible for the handling of legal matters that concern the Society.

### ARTICLE X BRANCHES

*Section 1.* The membership of the Society may be divided into Branches, whose number and boundaries will be established by the Board based upon geographic and other groupings of members.

*Section 2.* Branch Chairs may be appointed by the President, with the approval of the Board, or elected by the membership of each Branch, at the discretion of the Board.

### ARTICLE XI BURGHER GUARD

*Section 1.* The Burgher Guard shall be an auxiliary organization made up of members of the Society under thirty-nine years of age. Its purpose shall be to perpetuate the memory of the original Burgher Guard of New Amsterdam and to form an organization of active and interested younger members of the Society to further the aims of the Society and to assist at its functions.

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*Section 2.* The Burgher Guard shall be commanded by a member of the Society designated by the President, to be known as the Captain of the Burger Guard. The Guard shall have power to elect from its membership such other officers as it may wish and to formulate rules for its conduct, subject to Board approval.

### **ARTICLE XII SOCIETY MEDALS**

*Section 1.* The Society may award two medals, one for non-members and one for members.

*Section 2.* Recipients of the Distinguished Achievement Medal shall be persons from the United States or the Netherlands, not members of the Society, who have made outstanding contributions to society in any field of human endeavor.

*Section 3.* Recipients of the Society's Medal are members of the Society who have made an outstanding contribution in any field of endeavor or have provided exemplary service to the Society.

*Section 4.* Presentation of the Society's Medal shall be made at or following the Annual Meeting. Presentation of the Distinguished Achievement Medal will be made as determined by the Board.

### **ARTICLE XIII ARTICLE XIV FELLOWS**

*Section 1.* In order to recognize those persons, not members of the Society, who have contributed significantly to the furtherance of the objects of the Society either by their substantial assistance to, or participation with, the Society in the accomplishment of its objects or by their distinguished achievements in religious, literary, educational, moral, philanthropic or artistic endeavors consistent with those objects, the Society may confer upon such persons the title of "Fellow of The Holland Society of New York".

*Section 2.* The title "Fellow of The Holland Society of New York" shall not be construed to constitute the holder thereof a member of the Society within the meaning of the Constitution or these By-Laws, nor shall "membership in the Society.," where it appears elsewhere in the Constitution or these By-Laws, be construed to include Fellow of The Holland Society of New York.

*Section 3.* The Board shall designate the rights, privileges and duties pertaining to the title of Fellow of The Holland Society of New York (which shall in no event include the obligation to pay dues or the right to vote, or to hold office or to participate on a Committee of the Society except in an advisory capacity, without vote).

*Section 4.* Any member of the Society may propose to the Board candidates for selection as Fellows of The Holland Society of New York.

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### **ARTICLE XIV FRIENDS (VRIENDEN) OF THE HOLLAND SOCIETY**

*Section 1.* For those interested in the objectives of the Society who are not eligible to be members, but who wish to be affiliated with the Society, there shall be a group of individuals, organizations, and corporations designated as Friends (Vrienden) of The Holland Society.

*Section 2.* Candidates for affiliation as Friends shall complete an application describing their interest in affiliation with the Society. Ongoing affiliation as a Friend of the Society and any annual fees shall be at the sole discretion of the Board.

### **ARTICLE XV STANDARD OF CARE AND JUSTIFIABLE RELIANCE**

*Section 1.* Trustees and officers shall stand in a fiduciary relation to the Society and shall perform his duties, including duties as a member of any committee of the Society upon which he may serve, in good faith, in a manner the Trustee or officer reasonably believes to be in the best interests of the Society and with such care and ordinary prudence as a reasonable person would use under similar circumstances. In performing his duties, a Trustee or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

One or more officers or employees of the Society whom the Trustee or officer reasonably believes to be reliable and competent in the matters presented;

Legal counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person;

A Committee, the Trustee, and/or officer does not serve on as to matters within its designated authority, which committee he reasonably believes to merit confidence. Neither a Trustee nor an officer shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

*Section 2.* Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or officer, or any failure to take any action, shall be presumed to be in the best interests of the Society.

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### **ARTICLE XVI AMENDMENT**

These By-Laws may be altered, amended or abrogated at a stated meeting of the Board, or at a meeting specially called for that purpose, and in either case upon a notice of ten days to each Trustee by the Secretary, informing him of the proposed alteration, amendment, or abrogation, and then only upon the affirmative vote of a majority of the Trustees. Similar notices shall be given whenever the Board shall be requested to recommend any amendment to the Constitution in accordance with Article V thereof. These By-Laws may also be amended by the members in the same manner provided in the Constitution for amendment of the Constitution.