

**BYLAWS**  
**OF THE**  
**ATLANTA HOLLAND CLUB**

**ARTICLE 1**  
**REGISTERED OFFICE**

The current location and postal address of the registered office of the Club is:

Atlanta Holland Club  
6730 Ridgefield Drive  
Atlanta, Georgia 30005

The registered office of the Club is subject to change with the election of new Board Members. Accordingly, any changes in the registered office will be noted in the Club's monthly newsletter, The Holland Times, and on the Club's website, [www.atlantahollandclub.com](http://www.atlantahollandclub.com) (the "Club's Website").

**ARTICLE 2**  
**MEMBERSHIP**

2.1 Classes of Membership.

The Club shall know the following classes of Membership (each a "Membership"):

2.1(1) Honorary Membership.

Honorary Membership is granted for life, to an individual, upon nomination by the Board of Directors and approval by the Members in accordance herewith.

Meeting with a simple majority of the votes cast. To qualify for nomination, a Member must have made outstanding contributions to the Club and its purposes or operations. Honorary Membership may also be granted out of respect for the person or office of the candidate. A candidate for honorary Membership shall be informed and given the opportunity to decline, before the Board of Directors announces the nomination to the Members. An Honorary Member has full voting privileges and is excused from the payment of Membership dues.

2.1(2) Family Membership.

A Family Membership comprises the family members together forming a household; either spouses, domestic partners, or parent(s) and children living at the same

address. Family Membership also comprises relatives and other children who form part of the same household. A Family Membership is entitled to two votes.

2.1(3) Individual Membership.

Individual Membership applies to persons not qualifying for Family Membership or for student Membership. Individual Membership entitles that individual to one vote.

2.1(4) Student Membership.

Student Membership is open to any person over sixteen (16) years of age who is not covered by Family Membership and who is a high school, college or university student at the start of the Club' s fiscal year. Student Members are entitled to one vote.

2.1(5) Corporate Membership.

Corporate Membership is open to any individual and to any company. Corporate Memberships consist of either three Family Memberships or five Individual Memberships with respect to which no Membership dues will be levied separately - and which Memberships shall represent the voting privileges of the Corporate Member.

2.1(6) Inactive Membership.

Any Membership automatically becomes an inactive Membership when and for as long as the Member is over thirty days in arrears with the payment of Membership dues and/or other indebtedness to the Club. In spite of their inactive status, such Members will remain in the Club' s Membership records and on the mailing list for the remainder of the fiscal year, unless the Board of Directors revokes the Membership sooner. Inactive Members have no voting privileges.

2.2 Revoking of Membership.

Membership may be revoked by the Board of Directors only because of default in the payment of Membership dues or because of the Member' s conduct if, in the opinion of the Board of Directors, it constitutes serious misconduct and/or is detrimental to the stated purpose and/or reputation of the Club.

In case of serious misconduct the Member will be informed by letter about the reason for revoking the Membership.

**ARTICLE 3  
MEMBERSHIP DUES**

3.1 The annual dues for the various Membership classes shall be announced annually at the Membership Meeting, following ratification by the Board of Directors.

The amount of the dues will be posted in the Club's newsletter, The Holland Times, and on the Club's Website, [www.atlantahollandclub.com](http://www.atlantahollandclub.com).

3.2 The Board of Directors may increase annual dues for any or all classes of Membership as it sees fit, but any increase in dues must be approved by vote of not less than two-thirds of the Board of Directors. In special cases, the Board of Directors may reduce the amount of the dues referred to in Section 1 of this Article.

3.3 Annual dues shall be payable on or before the date of the Annual Meeting each year.

3.4 New Members joining the Club between January 1 and September 30 of any year shall pay within fourteen days after the Treasurer has mailed a statement Membership dues for the year of entry, unless the dues had been submitted with the Membership application.

New Members joining the Club between October 1 and December 31 of any year shall be required to pay within fourteen days after the Treasurer has mailed a statement Membership dues for the following Club fiscal year (i.e. the new Member gets free Membership for the last months in the year he joins). This special dispensation only applies to first-time new Members.

3.5 If an active or newly admitted Member fails to pay the annual dues or any other indebtedness to the Club at its due date, the Treasurer shall send or have sent to such Member a reminder, and the Members shall be considered to be in arrears. If the dues or indebtedness have not been paid within thirty days of the due date, the Member shall be considered an inactive Member in accordance with Section 2.1(6) above.

3.6 In the event that a Member leaves the Club during the fiscal year, whether or not voluntarily, there will be no pro rate reimbursement of annual dues paid.

3.7 Any Member who has timely paid all Membership dues and who has not been removed as a Member shall be considered a Member in Good Standing.

#### **ARTICLE 4 MEMBERSHIP MEETINGS**

4.1 The Annual Membership Meeting of the Club shall be held at a time and place to be determined by the Board of Directors, but the Annual Membership Meeting must be held before the end of March each year.

4.2 Special Membership Meetings may be called by the President and shall be called by him on the written request of ten or more active Members or of a majority of the Board of Directors.

4.3 Written notice of any Annual or Special Membership Meeting shall be given to the entire Membership by means of the Club's Newsletter and the Club's Website not less than two (2) weeks before the date of such Meeting. Such notice shall specify the agenda or purpose of the Meeting. Special Membership Meetings shall be restricted to the agenda or purpose as stated in the written notice of such Meeting.

4.4 At any Annual or Special Membership Meeting that is properly noticed pursuant to Section 4.3 above, the Members present may decide by majority vote on any business

specified on the agenda, provided that such agenda was properly distributed to the Members not less than two (2) weeks before the date of such Meeting in keeping with Section 4.3.

## **ARTICLE 5 GOVERNMENT**

5.1 The Club shall be managed by a Board of Directors, consisting of a Chairman (who shall also be the President of the Club) and at least four other Directors.

5.2 The Chairman/President and other Directors shall be elected by majority vote of the Members represented in person or by proxy at the Annual Membership Meeting. Their term of office shall be one (1) year, and such term is renewable by recommendation of the Board of Directors and a majority vote of the Members in attendance at the Annual Membership Meeting.

5.3 The Officers of the Club shall be: President, Vice President(s), Secretary, and Treasurer. The Officers shall be appointed by the Board of Directors at its sole discretion from among its Members, with the exception of the President who shall be the Chairman of the Board of Directors.

5.4 Each retiring Officer of the Club may elect to serve as Counselor to the Board of Directors for a period not to exceed one (1) year following the departure from office. A counselor may be requested to act at meetings of the Board of Directors in the place of an absent Director; such request may be made by the Director concerned or by the Chairman/President.

5.5 The Chairman/President or any other Director or Officer of the Club may be removed by a majority vote of the Members in attendance at any Membership Meeting.

5.6 Any vacancy in the Board of Directors occurring between Annual Membership Meetings may be filled by the Board of Directors, unless such vacancy was caused by a removal pursuant to Section 5 of this Article and a new Director was elected by the same Membership Meeting.

## **ARTICLE 6 CANDIDACIES FOR ELECTION TO THE BOARD OF DIRECTORS**

6.1 Any Member in Good Standing who desires to be considered as a candidate for election to the Board of Directors must be nominated in writing by another Member in Good Standing no later than thirty (30) days prior to the Annual Membership Meeting.

6.2 All candidates/nominees for the Board of Directors must be physically present at the Annual Membership Meeting. If said candidate/nominee is not present at the Annual Membership Meeting, a vote of the Members to elect said candidate/nominee to the Board of Directors shall not be called.

6.3 Election of new candidates/nominees to the Board of Directors shall be governed by Article 5.2 of these by-laws.

**ARTICLE 7  
BOARD MEETINGS**

7.1 A regular meeting of the Board of Directors shall be held at least once every two (2) months, at such date, time and place as shall have been agreed in the previous meeting and, absent such agreement, as may be decided by the Chairman or his/her alternate and communicated to the other Directors with at least three days notice.

7.2 Special meetings of the Board of Directors may be called by the Chairman or by any three Directors, on three days notice to each Director, given personally or by mail, telephone, facsimile, or e-mail, which notice shall state the date, time, place and purpose of the meeting.

7.3 At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. No voting by proxy shall be allowed in meetings of the Board of Directors. If at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may instruct the Secretary to organize a recall meeting, called in the manner as specified in Section 2 of this Article and such recall meeting may transact any business which might have been transacted at the meeting as originally called, irrespective of the number of Directors then present.

7.4 Any Director who fails to attend three consecutive meetings of the Board of Directors, without cause approved by a majority of the Board of Directors, may be removed from the Board of Directors by action of the Board and the Board may select a new Director to fill the unexpired term of the removed Director. Such Director shall be selected from among from among the general Membership in good standing.

**ARTICLE 8  
DUTIES OF THE CHAIRMAN/PRESIDENT  
AND VICE-CHAIRMAN/VICE-PRESIDENT**

8.1 The Chairman/President shall represent the Club in all matters.

8.2 The Chairman/President shall preside over the meetings of the Board of Directors and the Membership Meetings.

8.3 In the absence of the Chairman/President, the Chairman/President' s duties shall be performed by the Vice-Chairman/Vice-President or, in the latter's absence, by such Director as shall be designated by the Board of Directors.

8.4 The Chairman/President is an ex-officio Member of all committees, with the exception of the Nominating Committee.

**ARTICLE 9  
FINANCIAL CONTROL COMMITTEE**

9.1 The Financial Control Committee consists of at least two Members nominated by the Board of Directors and approved by majority vote of the Members in attendance at the Annual Membership Meeting.

9.2 The Committee Members will review the financial records as kept by the Treasurer at least once each fiscal year before the financial data is presented at the Annual Membership Meeting.

9.3 The Committee will present comments and findings to the Board of Directors after discussing these with the Treasurer.

9.4 The Board of Directors will present an approved summary of the Committee's report each year at the Annual Membership Meeting.

**ARTICLE 10  
ADMISSION TO CLUB EVENTS**

10.1 The Board of Directors may from time to time adopt rules governing the admissions of Members and guests to the social, cultural, and business events organized by the Club.

10.2 A Member who brings or introduces a guest to a Club event shall be responsible for the behavior and debts to the Club of such guest.

**ARTICLE 11  
FISCAL YEAR**

The fiscal year of the Club shall be from January 1 through December 31.

**ARTICLE 12  
COMMERCIAL ASPECTS**

The Club shall not endorse or engage in commercial activities and the Club's mailing list shall not be used for any business, commercial or similar purpose, unless written permission therefore has been obtained from the Board of Directors in advance. However, as an incentive for Corporate Membership the Club will offer to publish corporate names and/or logos on the Club's website and in The Holland Times. There will also be a link established from the Club's website to the Corporate Member's website, if so desired by the Corporate Member.

These advertisements are in no way intended as an endorsement of the particular businesses, and The Atlanta Holland Club, Incorporated, and its Board of Directors will accept no liability for business that Members choose to do with our Corporate Members or advertisers.

**ARTICLE 13**  
**BYLAWS AND AMENDMENT OF BYLAWS**

13.1 The Bylaws of the Club may be amended from time to time by the Board of Directors as it may see fit.

13.2 The text of the Bylaws as originally established and amended from time to time by the Board of Directors, shall be communicated to the general Membership not later than in the notice of the first Annual Membership Meeting following the establishment or amendment of the Bylaws.

13.3 A proposal to amend the Bylaws may be initiated by any Director, or may be submitted in a written petition from any Member in Good Standing to the Board of Directors, signed by not less than five other Members in good standing.

13.4 Approval of an amendment of the Bylaws shall require the affirmative votes of not less than two-thirds of the Board of Directors.

13.5 The Board of Directors shall have the final authority to construe the Bylaws.

**ARTICLE 14**  
**LIQUIDATION**

14.1 A resolution to dissolve the Club shall not be adopted except in a Special Membership Meeting. The resolution to dissolve shall only be carried if approved by not less than three fourths of the valid votes cast.

14.2 Upon the dissolution of the Club and the liquidation of Club assets, the Board of Directors of the Club shall cause the Club to first satisfy or make arrangements to satisfy all outstanding liabilities of the Club. Thereafter, after having satisfied or made arrangement for the satisfaction of all liabilities of the Club, the Board of Directors shall distribute any remaining assets to such charitable or other tax-exempt organization as the Board of Directors, in its sole discretion, deems appropriate and in keeping with Club purposes.

Atlanta, Georgia

Date: \_\_\_\_\_