



# The Netherlands America Institute Limburg<sup>1</sup>

## Bylaws

### ***Bylaw 1 – Name & Seat***

- 1.1 The Association bears the name:  
  
Nederland Amerika Instituut Limburg (abbreviated NAIL)
- 1.2 In the English language the following name is used:  
  
Netherlands America Institute Limburg (NAIL)
- 1.3 The Association uses the English language in all its correspondence, in publications and in the spoken word.

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<sup>1</sup> Founded 1952

## ***Bylaw 2 – Rights & Obligations***

2.1 Members have the right to introduce prospective members at all activities, except at the General Membership Assembly, and at events indicated as such by the Board.

2.2 The same guests may only participate in two events, after which they have to decide whether or not to become a Member.

2.3 Members are responsible for the damage inflicted upon the Association by themselves or by guests introduced by them.

2.4 Honorary Members are exempt from paying the membership dues.

## ***Bylaw 3 – The Board***

3.1 Composition, Election and/or Appointment.

3.1.1 A Member is appointed or elected as Board Member for a period of three years.

3.1.2 Membership of the Board is for two consecutive periods of three years.

3.1.3 After the first period on the Board, stepping-down Members can immediately be re-appointed or re-elected for a second period, unless they reach the age of 70 during the year of stepping down.

3.1.4 If the age of 70 is reached during the three-year Board period the particular Board Member will step down at the end of that period.

3.1.5 Subsequently, former Board Members can again be appointed or elected after a waiting-period of three years.

3.1.6 The Board Members step down in accordance with a roster made up by the Board and maintained by the Secretary.

3.1.7 Per Board period only one Member of the Executive Board steps down to ensure continuity of daily operations.

3.1.8 Board Members who are appointed to replace a stepped-down, deceased or dismissed Member will end their appointment when the appointment of the person they replaced would have ended; they may then be a candidate for the regular two three-year Board membership periods.

### 3.2 Becoming a Candidate & Board Nomination.

3.2.1 Each Member is authorized to take a seat on the Board.

3.2.2 To be appointed or elected to the Board a Member has to enter his/her candidacy for vacancies on the Board, or be nominated by other Members.

3.2.3 Nomination as candidate has to be done in writing to the Secretary within the time established for this.

3.2.4 Members can until, at the latest, two weeks prior to the day on which the election is to take place, enter their candidacy or nominate one co-candidate to the Board.

3.2.4.1 A Member can only support one co-candidate.

3.2.5 The Board, at least four weeks prior to the General Membership Assembly during which one or more vacancies have to be filled, will prepare a nomination-list which contains at least as many names as there are vacancies and send this to the members; the Board will also notify the Members that names of co-candidates can be submitted.

3.2.6 In case of a single nomination a written ballot is not required.

3.2.7 The Board will introduce all the candidates to the Members.

### 3.3 Election Committee.

3.3.1 If a written ballot is required, the General Membership Assembly from its midst appoints an Election Committee consisting of three persons, among them a Chairperson.

3.3.2 The members of the Election Committee have the responsibility for the execution of the Board election.

3.3.3 The tasks of the Election Committee members entail:

- a. Verification of ballots; names of the candidates must be listed alphabetically on the ballot;
- b. Issuing of ballots to Members authorized to vote; only one ballot per family unit;
- c. Counting of votes cast; determination of how many votes were cast, of which the number of abstentions, the number of invalid votes, as well as the number of votes cast for each of the candidates;
- d. Preparation of an Election Report; after the determination of the election result the report is completed and signed;
- e. Announcement of the election results; report the result to the Members and pass the Election Report to the Board.

### 3.4 Casting the Vote.

3.4.1 Prior to the balloting the Board announces the number of vacancies as well as how many names have to be marked maximally on the ballot.

3.4.2 To cast the vote the ballot should be marked for the candidate(s) for which one is voting.

3.4.3 A ballot is invalid when more names are marked than was maximally allowed.

### 3.5 Functional Description of the Board.

3.5.1 The number of Board Members is – minimum five, maximum nine. Functions – Chairman, Vice-Chairman, Secretary, Treasurer, plus five general members.

3.5.2 The four Members whose functions are further described form the Executive Board. The individual tasks of the Members of the Executive Board are clearly defined and separated so that no overlap of responsibilities can/shall occur.

#### 3.5.2.1 **The Chairman:**

- a. Chairs Executive Board meetings;
- b. Chairs General Board meetings;
- c. Chairs General Membership Assemblies;
- d. Establishes the agenda for the Board meetings;
- e. Signs and/or co-signs all correspondence;
- f. Mediates and coordinates Board actions and resolutions.

#### 3.5.2.2 **The Vice-Chairman:**

Assumes the tasks of the Chairman in his absence.

Note: When circumstances permit, this position shall be held by a person from JFC Brunssum’s American military community to act as NAIL representative to the U.S. contingents at JFC Brunssum, USAG Schinnen, Geilenkirchen Airbase, NCIA, NAPMA, etc.

### 3.5.2.3 **The Secretary:**

- a. Handles all NAIL correspondence;
- b. Controls membership administration, maintains a membership list and provides this periodically to the Board;
- c. Sends NAIL information and Application Forms to prospective NAIL Members;
- d. Sends Letters of Acceptance enclosing Articles of Association, Bylaws and other pertinent information to new Members, when their application to join the NAIL has been approved by the Board. This letter, inter alia, includes the effective date of membership as well as the amount of dues the new Member owes in the current Association-year.
- e. Is the central NAIL address/point of contact for:
  - All NAIL activities/events;
  - Announcements and invitations;
  - Reservations/registrations for events;
  - Incoming and outgoing correspondence.
- f. Maintains the Roster of Board Member tenure;
- g. Oversees the maintenance of Association archives;
- h. Administers the registration of the Association with the appropriate Chamber of Commerce;
- i. Records the proceedings of all meetings;
- j. Keeps the Minutes and Decision Lists of all meetings.

#### 3.5.2.4 **The Treasurer:**

- a. Maintains NAIL financial records;
- b. Collects and disburses funds in accordance with NAIL financial management policy;
- c. Signs and/or co-signs all correspondence relating to financial matters;
- d. Provides the Board quarterly or, upon request, required information relating to the financial matters of the Association;
- e. Prepares the financial Annual Report at the end of the Association-year and submits it to the Board for approval; the Annual Financial Report includes the following:
  - Receipts and Disbursements;
  - Accounts Receivable;
  - Accounts Payable;
  - Inventory List;
  - Profit and Loss Account;
  - Balance Sheet;
  - Budget for next Association-year.
- f. Assures the Annual Report, approved by the Board, is audited by the Audit Committee in a timely manner.

### 3.5.2.5 **The U.S. Liaison Officer (USLO):**

The USLO, designated as such by the Senior U.S. Military Representative at JFC Brunssum, will keep the Board apprised of U.S. policy, activities and needs, as they may pertain to the NAIL, and acts as liaison between the U.S. Commands and the NAIL.

### 3.6 Board Policy Regarding the Organizing of Events and Activities.

3.6.1 The Board is responsible for the correct organization and execution of an event. NAIL policy vis-à-vis Event/Activity organization follows:

- a. The Board appoints (one or more) organizers to be responsible for the planning and execution of an event;
- b. In the case of major (formal) events, where Guests of Honor and Special Guests will be present and where table-assignments are desirable, the Chairman has the ultimate responsibility for table-assignments in accordance with the status of guests, in the best general interest of the Association;
- c. All activities shall be organized such that they are financially self-supporting, unless the Board decides otherwise; to this end a budget for each event/activity shall be submitted for Board approval;
- d. To minimize financial risks a surcharge will be levied on all activities. The Board decides on the amount of this surcharge;
- e. Administrative costs e.g. post, invitations, programs, etc, will be accounted for under 'secretarial costs';
- f. All costs for a specific event, such as special printing, etc, will be charged to that event;
- g. The Secretary will mail announcements to the Members for each activity in the English language;



h. The announcement/invitation, inter alia, will contain the information below and adhere to the process articulated:

- A description of the event, its scope, and the location where it will take place;
- The cost of participation;
- The final day of registration;
- The final day on which a registration may be cancelled, after which monies already paid will not be refunded;
- An obligation that, by signing the Registration or Reservation Form, the registrant agrees to pay the participation costs;
- Participation is possible only after submission of a fully completed Registration/Reservation Form;
- The Secretary shall construct a list of participants based upon fully and accurately completed Registration/Reservation Forms received by the deadline – he provides this to the Organizer and Treasurer;
- Reservations received after the deadline by the Secretary can only be accepted in agreement with the Organizer;
- Persons who send in a Registration Form, and who, did not cancel their reservation in time or who, did not participate in the event, are expected to pay the full cost of participation;
- Payment for event participation should be made simultaneously with registration;
- Payment of attendance fee(s) at the event location, on the day of the event, is discouraged.

3.6.2 **The Organizer**, upon appointment by the Board:

- a. Develops a scenario for the event;
- b. Develops a budget for the event in cooperation with the Treasurer;
- c. Presents the scenario and budget to the Board for approval;
- d. Develops an announcement/invitation for the event in the English language and provides this to the Secretary;
- e. Acts as Master of Ceremonies for and during the event;
- f. Reviews the invoices pertaining to the event and signs off on them.

3.6.3 **The Secretary**:

- a. Finalizes the announcement/invitation in accordance with pertaining NAIL standards and assures the correct usage of the English language;
- b. Mails the announcement to the Members and to other persons designated by the Board;
- c. Prepares a list of participants and provides this to the Organizer and to the Treasurer in a timely manner.

3.6.4 **The Treasurer**, upon receipt of the list of participants from the Secretary:

- a. Annotates the list with the payments received;
- b. On the day of the event provides this list to the Organizer, with a clear indication of the payment status;

- c. In case of correct cancellations, money already received will be remitted by return mail to the account of the registrant(s);
- d. Pays the invoices after they have been verified and found to be in accordance with the budget and agreements made;
- e. After the activity, prepares, in cooperation with the Organizer, a Financial Status Report and submits this to the Board for concurrence at the next Board meeting;
- f. Sends a reminder letter to the participants who neglected to make their payments on time.

### 3.7 Guidelines Regarding the Financial Policy of NAIL.

3.7.1 The Treasurer is charged with the financial responsibility of NAIL funds and adheres to the following:

- a. This administration is undertaken on behalf, and under the responsibility, of the Board;
- b. All financial documents are to be made available, at any time, by the Treasurer when required by the Board, Audit Committee or other appropriate body;
- c. In support of the financial administration the following documents are prepared:-
  - The budget of the current Association year;
  - The annual Financial Report of the preceding Association-year;
  - Quarterly overviews of expenditures, receipts and accounts outstanding (debtors as well as creditors) for Board review;
- d. All financial transactions are subject to the approval of the Treasurer.

3.7.2 In case of dispute the Board decides.

3.7.3 At the end of the current Association-year the Treasurer draws up a budget for the next Association-year.

3.7.3.1 This budget is approved by the Board prior to it being submitted, together with the Annual Report, to the Members, for their approval at the General Membership Assembly.

3.7.3.2 This budget indicates the amount of dues for the next Association-year.

3.7.3.3 In general all Members pay dues. However, the following are exempt:

a. The Honorary President;

b. The Honorary Member(s);

c. Those Members to whom exemption of dues payment is granted in accordance with the terms of the Articles of Association.

3.7.4 NAIL income is derived from dues and the following sources:

a. Donations by private persons, companies and/or institutes;

b. Donations in kind;

c. Grants, in as far as they are not in violation of the terms of the Articles of Association.

3.7.5 To members of the Board a reimbursement may be allowed for expenses arising from their support of NAIL activities. However, in principle, a Board function is honorary and incorporates obligations that do not qualify for compensation. Board members are obliged to protect the interests of the NAIL to the best of their ability.

- 3.7.5.1 Where approved, Board members may be reimbursed as follows:
- a. Travel – reimbursement of 1<sup>st</sup> Class public transportation for all destinations; automobile expenses taken into account only in case of travel outside the South-Limburg region;
  - b. Per Diem – in specific cases costs of lunch and/or dinner may be considered for reimbursement.
- 3.7.5.2 Expenses incurred in support of a specific event shall be charged to that event. In case of dispute the Board decides.

#### ***Bylaw 4 – Publication of the NAIL Newsletter***

- 4.1 Bi-monthly, usually on the first day of the even numbered months (Feb, Apr, Jun, Aug, Oct, Dec) an Association Magazine, the ‘NAIL Newsletter’ is published.
- 4.1.1 The NAIL Newsletter is an information platform for the Members.
- 4.2 The Board appoints an Editorial Council consisting of three persons, among them a Chairperson, who fulfills the function of Editor-in-Chief.
- 4.2.1 The Editor-in-Chief is appointed by the Board from within its midst; the other members of the Editorial Council may be appointed from within the NAIL membership, they do not have to have a seat on the Board.
- 4.2.2 The members of the Editorial Council are appointed for a period of one year, after the conclusion of which they can immediately be reappointed for a following period.
- 4.3 The NAIL Newsletter is financed by NAIL.

4.3.1 The Editorial Council is responsible for the contents of the magazine, whereby the Board, represented by its Chairman, has prior review of the copy and, in prevailing cases, a decisive vote.

4.3.2 Prevailing Board policy states that:

a. No advertisements will be placed, nor will articles be included which are of a commercial nature;

b. Submission of copy by Members will be highly appreciated and publication will follow in accordance with Bylaw 4.3.2(a).

4.3.3 The Editor-in-Chief assures that the copy for the NAIL Newsletter, in the English language, is in the possession of the Secretary at least two weeks prior to the end of the uneven numbered months, so that the Newsletter can be printed and mailed to the Members in a timely manner.

4.4 In case of dispute the Board decides.