

By-laws of International Friends of Aruba

(Hereafter called IFA)

I. General

Article A - Name, Registered Office, Business Year

The Organization is named "**Stichting International Friends of Aruba.**" The registered office of the association is in Oranjestad, Aruba. The business year shall coincide with the calendar year.

Article B - Objectives of the Organization

IFA exclusively and directly pursues non-profitable objectives.

IFA is a non-political, non-denominational organization, whose membership is open to individuals and families of all nationalities. The membership is open to all nationalities living in Aruba, either part or full time, without regards to age, race, gender, religion or lifestyle.

Our mission is to:

- advance international understanding,
- advance cultural exchanges among our members,
- assist in achieving a better understanding of Aruba,
- inform members about issues of interest to ex-pats living in Aruba

The organization does not primarily pursue commercial purposes. Eventual profits may only be used for the objectives according to the Charter of the organization. The members are not allowed to receive shares of profit nor other gratuities deriving from the funds of the organization. Expenses shall favor no person, being inappropriate to the objectives of IFA, nor by disproportionately high reimbursements.

II. Membership

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Article A - Procedure of Acquiring Membership

The Executive Board has to decide upon the written application for acquiring the membership. The application shall include the name, date of birth (day/month), the profession, the nationality, phone numbers, and the address of the applicant. Membership is acquired when dues and application have been submitted to the treasurer.

Article B – Membership List

IFA shall take all measures possible to protect the rights and privacy of its members. Any information on the Membership List shall not be sold or given to anyone for business purposes. Current members may however request the Executive Board to distribute information to the Membership. This distribution of information is at the discretion of the Executive Board.

Article C - Rights and Obligations of the Members

Dues are to be paid by all members. The Executive Board determines the annual amount and its maturity. The membership year runs from January until December of the same year. New members who join IFA after June 1 will pay half the yearly dues. The dues are payable to the Treasurer on an annual basis.

Members of IFA are not allowed to speak on behalf of the organization.

Members of IFA are not allowed to assume obligations on behalf of the organization without permission of the Executive Board.

Each member is responsible for the financial obligations, which have been assumed regarding the organization. Services, requested from the organization by its members, are to be paid in the amount agreed upon even if no use will be made of these, for whatever reasons. If such obligations are not fulfilled within 30 days upon date of invoice, the membership of the organization can be withdrawn.

Only members who have met their agreements are allowed to participate in the activities of the organization.

Each member is eligible to obtain the organization's publication, *The Windfall*, and the roll of members in the Membership Directory.

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Each member has the possibility to apply voluntarily for a post or to nominate others for it.

Each member is allowed to invite guests to organization functions, providing room is available and the activity is open to non-members. Guests have no right to vote. Non-member guests may participate in a maximum of two activities per calendar year, any further participation requires membership.

Each member is eligible to take part in deciding the intentions of the organization by means of the right to make motions and to participate in discussions. For voting purposes each membership has one vote. One vote is designated for a family membership and one vote is designated for a single membership. The transfer of voting rights is prohibited.

Article D - Monthly Business Meeting

The Monthly Business Meeting shall take place at least once a month, with a minimum of ten meetings in a calendar year. The Monthly Business Meetings will be announced to the Membership in writing at least one week prior to the meeting.

- Shall be conducted by the President with a written agenda.
- The organization meetings are carried out in English.
- In general, the Monthly Business Meeting will be held to discuss upcoming events, appointment of committees, address budget concerns and discuss all old and new business.
- Address appeals against a decision of the Executive Board to expel a member.

Article E - Termination of Membership

The membership ends in case of death, expulsion, or cancellation from the roll of membership or withdrawal from the organization.

If payments of dues or charges are in arrears for more than 30 days in spite of two written reminders, a member may be excluded from the list of members upon decision of the Executive Board. The Executive Board is allowed to agree upon cancellation if two months have passed after posting the second reminder, which included the threat of cancellation. The member shall be informed, in writing, of the decision of cancellation.

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If a member contravenes the interests of the organization in a culpable and grave manner, that member may be expelled from the organization upon decision of the Executive Board. The member must be given the chance to express his/her opinion verbally or in writing before the decision of expulsion is taken.

The decision has to be justified in writing and sent to the member. The member may lodge an appeal at the Monthly Business Meeting against the decision. The appeal is to be lodged to the Executive Board within one month upon receipt of the decision. After the appeal has been lodged within the specified time, the expulsion will be decided at the next Monthly Business Meeting.

III. The Representation and Administration of the Organization

Article A - Organization of IFA

The organization of IFA:

The Executive Board

The Board at Large

The Monthly Business Meeting

The Annual Election Meeting

Article B - The Executive Board

The Executive Board of IFA consists of the President of the Board, the Vice President(s) of the Board, the Vice President of Membership, the Secretary, the Treasurer, and the Advisor, which is a non-voting member.

IFA is represented judicially and extra judicially by three members of the Executive Board, the President of the Board, the Vice President(s), or Secretary of the Board. Extraordinary legal transactions are only binding for the organization if consent has been given by a quorum of the membership at a special meeting.

The board receives no compensation.

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Article C– Executive Board Member Responsibilities

The responsibilities of the members of the Executive Board:

President of the Board: The President of the Board prepares agendas and conducts all meetings, coordinates the objectives and is spokesperson of the Executive Board and organization. He/she is responsible for approval of all internal and external communications of the organization. In addition, he/she is an ex-officio member of each committee. He/she must maintain active participation in organization events.

Vice President(s): In the case of more than one Vice President, the first Vice President will take over the responsibilities of the President of the board in his/her absence. The Vice President(s) oversees a portion of the committees as decided by the Executive Board. He/she must maintain active participation in organization events.

Vice President of Membership: The Vice President of Membership is responsible for the receipt of membership applications, managing the membership database, distributing membership information to the Executive Board, and the compilation and distribution of the membership directory. He/she must maintain active participation in organization events.

Secretary: The Secretary takes the minutes at all meetings, excluding committee meetings, and distributes the minutes in a timely manner. The Secretary is responsible for the correspondence and inter-communication of the organization. Additionally, the secretary oversees a portion of the committees as decided by the Executive Board. He/she must maintain active participation in organization events.

Treasurer: The Treasurer reports on the status of the finances of the organization in the membership newsletter, *The Windfall*, bi-annually and upon financial inquiries of a member of the organization or of the Executive Board. The Treasurer will present financial reports at each Executive Board Meeting, not less than four times a year on a quarterly basis. Furthermore, a financial report must be made at the Annual Election Meeting in the fourth quarter of each year. The Treasurer shall assist in the preparation of the budget. He/she will manage all banking activities in relation to the organization. The Treasurer can oversee a portion of the committees as decided by the

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Executive Board. He/she must maintain active participation in organization events.

The Advisor: The Advisor is a non-voting member of the Executive Board and, is chosen, when possible, from former members of the Executive Board by a simple majority of the Executive Board and should advise the Executive Board on all matters. He/she must maintain active participation in organization events.

Article D –Executive Board Meetings

The board will meet at least four times a year on a quarterly basis.

Special meetings of the Board shall be called upon the request of the President or two members of the Board. The Secretary shall inform in writing of Special Meetings to each Executive Board member.

A quorum must be attended by at least 75 percent of the Executive Board for business transactions to take place and motions to pass.

Article E - Responsibilities of the Executive Board

The Executive Board is responsible for the affairs of the organization, as long as these have not been assigned to another function of the organization according to the Charter. Additionally, the Executive Board is responsible for overall policy and direction of IFA, and also has responsibility for day-to-day operations together with the committees.

Above all, its responsibilities are as follows:

- Preparation of the Monthly Business Meeting and the respective agendas,
- To call the Monthly Business Meeting,
- Execution of the decisions of the Monthly Business Meeting,
- To budget the business year, to keep the books, to give an annual report,
- To review and revise by-laws as necessary,
- To make and cancel contracts,
- To decide acceptance, cancellation and expulsion of members,
- Management of the organization,
- To appoint a Nominating Chairperson for the Annual Election Meeting

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Article F – Executive Board Vacancies

In case, a member of the Executive Board withdraws during the term of office, the Executive Board can elect a substitute for the remaining term of office.

Article G – Executive Board Resignations, Terminations and Absences

Resignation from the Executive Board must be in writing and received by the Secretary. An Executive Board member may be terminated from the Board due to excessive absences from board meetings, non-participation of organization events, and for any other reasons at the discretion of the board. An Executive Board member may be removed by a three-fourths vote of the remaining Executive Board members.

IV- Board Elections and Terms of office

Article A – Executive Board and Board at-Large Terms

All Executive Board and Board at-large members shall serve a one-year term. Executive Board members are eligible for re-election for the same position in consecutive terms, but for no more than two consecutive years in the same position.

Article B – Nominating Chairperson

No less than one month prior to the Annual Election Meeting, the Nominating Chairperson shall solicit nominations for the Executive Board from the membership.

The Nominating Chairperson examines all nominations of the Executive Board.

The Nominating Chairperson shall publish a slate of candidates to the membership no later than two weeks prior to the Annual Election Meeting.

The Nominating Chairperson will conduct the elections at the Annual Election Meeting.

The Nominating Chairperson will publish the list of the elected Executive Board.

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Article C – Executive Board Elections

During the last quarter of each fiscal year of the organization, the Membership shall elect a new Executive Board for the new calendar year. This election shall take place during the Annual Election Meeting, called in accordance with the provisions of these by-laws. The Executive Board is elected for the period of one year beginning on January 01 until December 31 of the same year. The Nominating Chairperson must be present at the Annual Election Meeting and must not be nominated for a position on the ballot.

- Each member of the Executive Board is to be elected individually,
- Only members of the organization can be elected,
- Two members of the same family membership may not serve on the Executive Board at the same time,
- One person may not hold more than one Executive Board position

Article D - The Annual Election Meeting

Quorum is met when at least 20 percent, or 10 members, whichever is less, of the membership is in attendance at the Annual Election Meeting.

The Annual Election Meeting will be held during the last quarter of the fiscal year. The President of the Executive Board runs the Annual Election Meeting. The Nominating Chairperson will conduct the election of the Executive Board for the forthcoming year. The Nominating Chairperson must be present at the Annual Election Meeting and must not be nominated for a position on the ballot.

- For voting purposes each membership has one vote,
- One vote is designated for a family membership and one vote is designated for a single membership,
- The transfer of voting rights is prohibited,
- The vote must be made in person,
- The vote will be carried out in writing by means of a secret ballot

A person who receives more than half of the valid given votes at elections is elected. If no one has received more than half of the valid given votes, a final ballot is carried out between the two candidates who received most of the votes. The one that has received the

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majority of the votes is elected. The Nominating Chairperson draws lots in case of equal votes in order to come to a final decision.

V – General Business of IFA

Article A – Committees

The Board may create committees as needed, such as fundraising, public relations, and events etc. The Executive Board appoints all Committee Chairpersons. The term of office of Committee Chairpersons shall be for a period of one year or less, in conjunction with the organization's fiscal year.

Article B – The Board-at-Large

The Board-at-Large consists of the Executive Board and the Committee Chairpersons. The Board-at-Large meets at the Monthly Business Meeting.

Article C - Amendments

These bylaws may be amended when necessary by two-thirds majority of the Executive Board. Proposed amendments may be initiated by any member and must be submitted in writing to the Executive Board. Membership is invited to participate in discussion of possible amendments prior to the Executive Board vote.

Article D - Dissolution of the Organization

The dissolution of the organization can only be decided by a majority of two-thirds of the valid votes, given at a Monthly Business Meeting.

If not decided otherwise at a Monthly Business Meeting, the President of the Board and the Vice President of the Board act together as representative liquidators.

If not decided otherwise at a Monthly Business Meeting, the President of the Board and the Vice President of the Board act together to dissolve the organization's charter, "**Stichting International Friends of Aruba**", with the registered office in Oranjestad, Aruba.

The remaining assets of the organization shall be transferred to a charity to be decided upon by the Executive Board at the time of dissolution in accordance with Aruba law.

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Article E - Certification

These bylaws were approved at a meeting of the membership on September 27, 2006.