



# Bylaws

## of the Dutch Caribbean Nature Alliance

May 2007  
version 2007-06



# Dutch Caribbean Nature Alliance

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## Nature parks of the Dutch Caribbean

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Bonaire  
**STINAPA Bonaire**  
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Curaçao  
**CARMABI**  
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Statia  
**STENAPA**  
Nicole Esteban  
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# Bylaws

of the Dutch Caribbean Nature Alliance

Amended 24th July 2008  
version 2007-06

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Approved by the Executive Committee of DCNA May 2007

## Article 1: Office

The Secretariat of the Dutch Caribbean Nature Alliance is based on Bonaire and is located at Kaya Grandi #20, Kralendijk on the island of Bonaire in the Dutch Caribbean. Any change of location will be noted in these bylaws

## Article 2: Objects and Purposes

The Dutch Caribbean Nature Alliance (DCNA) is a non governmental, not for profit organisation legally registered in the Netherlands Antilles and recorded with the Chamber of Commerce and Industry on St Maarten (Registration # 81286) and on Bonaire (Registration # S-341).

DCNA is organised and run exclusively for charitable purposes within the meaning of the U.S Internal Revenue Service (IRS) Code Section 501(c) 3 (Article 4)

No part of the assets or profit of DCNA shall ever be used to benefit any Board member, Officer or member of DCNA or to benefit any private individual except for the reimbursement or reasonable compensation for approved services or costs incurred on DCNA business (Article 6 Section 7)

If DCNA is ever dissolved any remaining assets will be distributed to non profit funds, foundations or other organisations as specified within these bylaws which are organised and operated exclusively for charitable purposes and have similar goals and objectives

The objectives of DCNA (Article 2) are to:

***to safeguard the biodiversity and promote the sustainable management of the natural resources of the islands of the Dutch Caribbean, both on land and in the water, for the benefit of present and future generations, by supporting and assisting the protected area management organizations and nature conservation activities in the Dutch Caribbean***

Specifically this means that DCNA's tasks include:

- *Fundraising and securing long term sources of financing for nature conservation,*
- *Promoting and representing the goals and activities of Dutch Caribbean nature conservation nationally and internationally,*
- *Providing a central repository for information relating to biodiversity and protected areas, and encouraging communication exchange of such information between organizations within and without the Dutch Caribbean,*
- *Promoting institutional capacity building, training, partnership-building and where necessary and efficient, technical resource sharing;*
- *Promoting educational outreach and public awareness.*

## Article 3: Board Membership

DCNA will have an elected Board (Article 6). With the exception of persons nominated for their financial expertise, all candidates for Board seats must be representatives of an approved organisation (Article 6).

All Board members and Alternate Board members must pledge to uphold the goals and objectives of DCNA and whilst engaged in DCNA business or activities Board members must undertake to support and act in the best interests of DCNA to the best of their ability (see Operational Manual: Board member pledge).

The seven Board members of the first (founding) Board of DCNA are:

- Andy Caballero for the Nature Foundation, St Maarten
- Nicole Esteban for STENAPA, St Eustatius
- Janine LeSueur for the Saba Conservation Foundation
- Walter Bakhuis for CARMABI, Curacao
- Elsmarie Beukenboom for STINAPA Bonaire
- Willem Ferwerda for IUCN NL
- Paul Hoetjes for the Central Government Dept MINA (non voting)

Current membership of the Board is:

Name	Organisation	Joined
Roy Croes	Parke Nacional Arikok, Aruba	Nov 2005
C.E.F. Beukenboom	STINAPA Bonaire	Feb 2005
Adolphe Debrot	CARMABI Curacao	Nov 2006
Jan den Dulk	Saba Conservation Foundation	Nov 2006
Nicole Pozas Esteban	STENAPA, St Eustatius	Feb 2005
Beverly Mae Nesbith	Nature Foundation, St Maarten	Nov 2006
Frensel Mercelina	Uniek Curaçao: Nature Forum	Jun 2005
Leendert van Driel	Financial expert	Nov 2005
Paul Hoetjes	MINA (non voting)	Feb 2005

Any change of Board membership will be noted in these bylaws

### 3.1 Classes of Board membership

Three classes of Board membership are recognised:

**Core voting members** who represent the legally designated non governmental protected area management organisation of each of the participating islands. Until otherwise amended these are:

- Nature Foundation of St Maarten
- Saba Conservation Foundation
- STENAPA, St Eustatius
- CARMABI, Curaçao
- Stinapa Bonaire

#### Additional voting members:

- Nominated by the Nature Forum
- Nominated by international NGOs which have given significant support to DCNA
- Nominated on the basis of their financial expertise

**One non voting** seat held by MINA (Department of the Environment and Nature Conservation of the Netherlands Antilles)

### 3.2 Board member eligibility

For a proposed Board member to be considered for a Board seat they must meet the following minimum criteria (Article 6 Section 1)

- a. *Widely respected, and considered persons of integrity and high moral standard;*
- b. *Committed to the Objectives of the Foundation and have a demonstrated interest in biodiversity conservation issues; and*
- c. *Legal residents of the Dutch Caribbean (except for financial experts and representatives of international NGOs)*

Additional requirements for Core voting members

- Proposed Board members must provide evidence that their organisation is the legally designated protected area management organisation by providing copies of legislation and/or management contracts and the statutes of the organisation for each protected area that they manage.
- Proposed Board members must provide a letter from their own Board empowering them to act on its behalf (see Operational Manual: Board member nomination).

Additional requirements for Nature Forum nominees (Article 6 Section 3.a)

- Nominees must represent non governmental, not for profit organisations whose primary objective is the management of a conservation area or species
- By preference one nominee should come from the Windward islands and one from the Leeward islands
- Nominees cannot be a Board of staff member of an organisation already represented on the Board
- Where the Nature Forum delegates the responsibility of selecting representatives for DCNA Board seats to the Board, the process for election of candidates outlined in the Operational Manual must be followed.

Additional guidelines for the selection of Nature Forum nominees

- The organisation from which the nominee is elected should have a mission which strongly involves the local community and/or is based on a clear, though not necessarily traditional, management policy
- The organisation should be able actively engaged in conservation work and be able to demonstrate a successful track record spanning at least three years
- The nominee should have roots in the local community and be sensitive to Antillean cultural and social issues
- The nominee should have been actively involved in conservation work in the Dutch Caribbean for at least three years and should be familiar with biodiversity of the Dutch Caribbean as well as the conservation and management issues and threats
- The nominee should be impartial, not have any active affiliation with an existing Board or staff member, should not be engaged in activities which could compromise DCNA and should be highly motivated and a good team player
- By preference the organisation and/or nominee should have attended two out of the last three Nature Fora

Additional requirements for representatives of international NGOs

- Where an international NGO has provided or pledged to provide significant financial and or technical support to DCNA, the Board can elect to invite that organisation to put forward a candidate for Board membership.

Additional requirements for financial experts

Candidates for Board seats must have:

- A strong interest in nature conservation management
- Extensive experience in financial management
- Be in good standing and have worked at senior level in the public or private sector
- Preferably have worked recently as the CFO (Chief Financial Officer) of a large organisation

### 3.3 Alternate Board members

- Each Board member may nominate one Alternate member (vervanger) to represent them in their absence.
- The Alternate member must meet the same criteria as a full Board member, they should preferably come from the same institution as the person they will be representing
- Their nomination must be made in writing and approved by the Chairperson.
- Alternate members cannot take over the additional responsibilities and duties of the person they represent i.e. they cannot function as the Chairperson, Vice Chair, Treasurer or Secretary.

Current Alternate Board members approved by the Chairperson, are:

Name	Organisation	Joined
Paul Denters	Parke Nacional Arikok, Aruba	Nov 2006
Kerenza Frans	STINAPA Bonaire	Feb 2005
John de Freitas	CARMABI Curacao	Nov 2006
Johanna van't Hof	Saba Conservation Foundation	May 2006
Irving Brown	STENAPA, St Eustatius	Nov 2006
Frank Boekhoudt	Nature Foundation, St Maarten	Feb 2005
Theo van der Giessen	Uniek Curaçao: Nature Forum	Jun 2005
Letitia Buth	MINA (non voting)	Feb 2005

Any change of Alternate Board members will be noted in these bylaws.

### 3.4 Non voting members

The only non voting seat is held by a representative of MINA. In every other respect MINA can be considered a fully empowered Board member of DCNA

### 3.5 Observers

Observers may be invited to join a DCNA Board meeting by the Chairperson. Members of the DCNA Support Group and Patrons have a standing invitation to attend all Board meetings and functions but need to inform the Secretariat at least one month before the meeting in writing of their intention to attend.

Organisations or individuals may be invited to attend Board meetings or can request in writing from the Secretariat an invitation to attend a Board meeting. Invitations are approved and issued to Observers by the Chairperson on a case by case basis.

The following rules apply:

- Observers must have an invitation issued by the Chairperson to attend Board meetings
- Documentation distributed to Board members for the meeting will normally be available to Observers
- Observers may distribute documents through the Secretariat, make declarations, or be involved in other activities, as appropriate and with prior authorization of the Chairperson.
- Observers may, upon the invitation of the Chair, participate in the debates during the meeting, but without the right to vote. The Chair will make all efforts that the debates are not exclusive to the Observers.
- Observers must comply with all the rules, procedures, and norms applicable to the other participants in the meeting.
- Observers who are disruptive or appear to undermine the goals and objectives of the DCNA, or do not comply with instructions given them by the Chairperson will be required to leave the meeting immediately
- Observers can be asked to leave the meeting for specific agenda items at the Chairperson's discretion.

## Article 4: Board

### 4.1 Powers of the Board

The Board of DCNA is responsible for managing all the activities and affairs of DCNA, financial and otherwise. The Board will delegate the day to day management of DCNA to an Executive Director. However this does not limit the Board's ultimate rights and responsibilities.

Board members are responsible for (Article 14 Section 2):

- i. *Overseeing the prudent management and use of the Foundation's assets and supervision of its staff;*
- ii. *Deciding under which terms and conditions the Foundation will accept or refuse subsidies, donations, grants, testamentary dispositions, legacies and any other acquisitions and assets;*
- iii. *Deciding under which terms and conditions the Foundation will provide grants and other forms of assistance, including deciding for what specific purposes, in what specific amounts, and to which specific beneficiaries such grants and assistance will be provided, as long as all such decisions are consistent with these Articles;*
- iv. *Establishing and approving annual and long-term activity plans and budgets and financial plans for the Foundation including financial asset management;*
- v. *Overseeing the implementation of a monitoring and evaluation plan, and reviewing the resulting monitoring and evaluation reports at regular intervals.*
- vi. *Establishing and approving the annual accounts and written annual report of the Foundation;*
- vii. *Approving the balance sheet and calculation of revenues;*
- viii. *Acquiring and disposing of rights to real estate on behalf of the Foundation; and*
- ix. *Allocating the Foundation's duties and functions among its Board members and appointing the Foundation's officers to assist the Board members.*

### 4.2 Number of Board members

The Board of DCNA, once all seats are filled will consist of:

- six core voting members
- six to eight additional voting members
- one non voting member (MINA)

### 4.3 Election and terms of office (Article 9)

Nominations for Board membership must be approved by a vote of at least two thirds of all current Board members

The term of office of Board members is two years (except for members of the first Board who each serve for three years).

Thereafter members can be re-elected for a maximum of two additional consecutive terms (ie a maximum of six years or seven for the first board). Representatives of international NGOs are not subject to this restriction on re-appointment.

### Elected Officers

The Elected Officers are:

- Chairperson, Vice Chair, Secretary and Treasurer which constitutes the Executive Committee
- financial experts and Treasurer who form the Finance Committee.

The Chairperson must have been a Board member for at least one year prior to their election as Chair

The term of office of Elected Officers is two years (except for the first Board who each serve for three years).

Thereafter Officers can be re-elected for a maximum of two additional consecutive terms (ie a maximum of six years)



#### **4.5 Vacancies and removal (Article 9)**

Membership of the Board is automatically terminated on (Article 9 Section 7):

- a. *death,*
- b. *resignation,*
- c. *dismissal by a vote of the Board*
- d. *dismissal (and notification thereof to the Board) by the organization of which the member is a representative*
- e. *dismissal by order of a Judge of the Court of First Instance*

or if the organisation which nominated a core voting member ceases to be the legally designated non-governmental protected area management organisation for that island

Members can also be dismissed by Board vote for the following (Article 9 Section 9)

- f. *For repeated failure to participate in meetings of the Board, or for failure to carry out duties arising from participation in the Foundation's Board;*
- g. *For acting contrary to the Deed of Foundation, the Bylaws, the objectives of the Foundation, or any decision of the Foundation;*
- h. *For acts indicating lack of integrity or honesty; or*
- i. *For failure to comply with (disclosure of a conflict of interests).*

Any Board member may resign at any time by giving written notification to any member of the Executive Committee and informing the Board of their decision.

The Chairperson can be dismissed at any time by a vote of at least two thirds of all current Board members without ceasing to be a Board member

Vacancies amongst core voting members must be filled within two months.

## Article 5: Meetings

### 5.1 General

Unless the Board decides otherwise, all meetings will be held in the Dutch Caribbean. The venue for the next meeting will be decided at the previous Board meeting and should preferably rotate between islands.

The official language of DCNA is English.

All meetings must be announced in writing at least one month in advance and must specify when and where the meeting will be held and the agenda points.

### 5.2 Annual meeting

DCNA shall meet annually. The annual meeting will preferably be held in the month of June on a date to be agreed by the Board

### 5.3 Other meetings

Other Board meetings can be held anytime the Chairperson deems it necessary or whenever one third of the Board request a meeting.

### 5.4 Quorum (Article 11)

The presence and unanimous approval of all Board members is required for:

- Decisions to amend the Articles of Incorporation
- Decisions to invade the capital of the Trust Fund
- Decisions to dissolve DCNA

The Articles of Incorporation cannot be changed if there are vacancies on the Board

For all other business of the Board two thirds (2/3) of current Board members constitutes a quorum.

At a meeting where a quorum is initially present and the meeting has been officially opened, those members can continue to do business even if Board members choose to leave during the proceedings.

***An official meeting the Board can conduct any business of the foundation and take decisions (except those mentioned above).***

### 5.5 Action without meeting (Article 11 Section 7)

With the exception of:

- Decisions to amend the Articles of Incorporation
- Decisions to invade the capital of the Trust Fund
- Decisions to dissolve DCNA

Board decision can be taken without a meeting as long as:

- All Board members are informed
- A sufficient written record is kept
- A 2/3 majority of the current Board agrees in writing or by email to the decision
- Board members are given 10 working days to review

### 5.6 Fees and compensation (Article 6 Section 7)

Board members may not receive compensation for their services on the Board. They may receive reimbursement for expenses and services conducted on behalf of DCNA.

## Article 6: Committees (Article 15)

The purpose of the standing committees (Executive Committee and Finance Committee) is first and foremost supervisory. Committees are expected to give advice and recommendations to the Board, to oversee the implementation of Board decisions and policies, action plans, activities, programmes and similar.

### Decision making

The decision making ability of the standing committees is limited to taking urgent decisions and does not include the ability to make policy, strategic or long term planning decisions but could include decisions taken to override existing decisions of the Board. All decisions made by the standing committees require the ratification of the Board.

### Quorum

Two thirds (2/3) of current Committee members constitutes a quorum.

At a meeting where a quorum is initially present and the meeting has been officially opened, those members can continue to do business even if Board members choose to leave during the proceedings.

### 6.1 Executive Committee (Article 7)

The Executive Committee consists of the Chairperson, Vice Chair, Secretary and Treasurer. Decisions of the Executive Committee can only be made when 3 out of 4 votes are cast in favour of a proposal.

The Executive Committee is responsible for (Article 7):

- Overseeing and managing the affairs of DCNA between meetings
- Taking urgent decisions and resolutions
- Liaising with the Finance Committee
- Ensuring decisions of the Board are implemented and that the affairs of DCNA are conducted in a proper and efficient manner at all times
- Managing the day to day affairs of DCNA in the absence of the Executive Director
- Overseeing the implementation of action plans, activities and programmes in accordance with approved policies and plans

### 6.2 Finance Committee (Article 8)

The Finance Committee consists of the Treasurer and those Board members selected for their financial expertise

The Finance Committee is responsible for (Article 8):

- Overseeing the day to day financial affairs of DCNA between Board meetings
- Overseeing and managing financial asset management between Board meetings
- Reviewing and advising on all matters related to financial asset management including investment strategy, oversight and management of any third parties such as an Asset Management Company
- Ensuring that correct and appropriate financial records are kept and procedures followed
- Ensuring that end of year financial reports, budgets and financial audits are completed in a correct and timely manner
- Approving balance sheets and calculation of revenues
- Acquiring and disposing of real assets
- Overseeing the grant giving activities of DCNA ensuring that eligibility criteria are met and that rules and responsibilities of grantees are adhered to.

### 6.3 Other Committees (Article 15)

The Board has the ability to establish other ad hoc Committees providing that each Committee includes at least two or more Board members (Article 15).

Committees must have:

- Name
- Terms of Reference

Terms of Reference must include (see Operational Manual for template):

- Background
- Purpose and Mandate
- Membership
- Authority and limitations
- Activities and logistics
- Reporting

### 6.4 Council of Patrons [2005 Jun Statia]

The Board can choose to invite individuals to join its Council of Patrons. Patrons must be distinguished, accomplished and influential members of society, well respected by their peers and with a profound understanding of the value of nature in the Dutch Caribbean. Patrons are not paid for their support of DCNA.

In principal the selection of potential new patrons is left to the discretion of the existing Patrons.

Current members of the Council of Patrons are:

Her Majesty Queen Beatrix of the Netherlands	
Jaime Saleh	Minister of State
Nico Visser	Professor

Note: for reasons of protocol and representation the Governors of Aruba, Mr R.J Refunjol and the Netherlands, Mr Frits Goedgedrag withdrew from the Council of Patrons when the Queen agreed to become a Patron of DCNA in December 2006. They are nevertheless considered honorary patrons.

#### 6.4.1 Duties of Patrons

- Patrons lend their support in the widest sense but particularly for promotional purposes.
- Patrons are particularly important as a figurehead for fundraising purposes.
- Patrons encourage support of DCNA amongst their colleagues and peer network and act as an ambassador for DCNA.
- Occasionally Patrons might be asked to attend special functions, particularly those where DCNA is being profiled in the media.
- Patrons might also advise DCNA in areas of their own expertise on critical issues.

#### 6.4.2 Rights of Patrons

Patrons have access to all DCNA's governance documents, reports and financial information, they have a standing invitation to all Board meetings and receive meeting minutes, copies of bylaws, statutes and other governance documents.

Patrons are kept informed of all significant developments within DCNA and are aware of project work and activities of the organization.

Patrons receive copies of all promotional and educational materials produced by DCNA including fliers, brochures and books.

### 6.5 Support Group [2005 Feb Bonaire]

The Board created a Dutch Support Group, chaired by Willem Ferwerda, Director of IUCN NL, to increase support for nature conservation and for DCNA in the Netherlands.

The role of the Support Group in the Netherlands, is on the request of DCNA, to:

- Support lobbying on behalf of DCNA
- Create support for DCNA
- Provide technical support

Support Group members are representatives of non governmental Dutch conservation organisations who will sign a formal Memorandum of Understanding in support of DCNA.

The Support Group meets up to four times a year in the Netherlands.

Current Support Group members are:

Pieter Borkent	Conservation International NL
Henkjan Kievit	De Landschappen
Andre van Proosdij	Hortus Botanicus
Willem Ferwerda	IUCN NL
Jerphaas Donner	Milieukontakt International
Feiko Prins	Natuurmonumenten
Jan Willem Sneep	Samenwerkingsverband Nationale Parken
Jan Blok	Staatsbosbeheer
Bert Denneman	Vogelbescherming
Carel Drijver	Wereld Natuur Fonds NL

## Article 7: Officers

### 7.1 Officers

Elected officers are: Chairperson, Vice Chair, Secretary and Treasurer as well as the members of the Financial Committee

Board meetings must be held at least once a year. Special meetings can be called by the Chairperson at their discretion or at the request of a third of the Board.

Current Board officers are:

Name	Seat	Elected
Nicole Esteban	Chairperson	Feb 2005
Leendert van Driel	Vice Chair	Nov 2006
Elsmarie Beukenboom	Treasurer	Feb 2005
Paul Hoetjes	Secretary	Nov 2006

Any change will be noted in these bylaws

### 7.2 Duties of the Elected Officers

#### 7.2.1 Duties of the Chairperson: official representative

- Serves as the official representative of DCNA
- Calls all Board meetings (Aol:Article 10 Sections 3 and 4) at their discretion or on request of one third of the Board.
- Works with the Executive Director to prepare a meeting agenda
- Presides over all meetings of the Board:
  - » Calls meetings to order
  - » Announces the order of business according to the agenda
  - » Determines the presence of a quorum
  - » Recognises members who are entitled to speak
  - » Processes all motions
  - » Expedites business
  - » Rules on any points of order
  - » Conducts meetings in a fair and equitable manner
- In the absence of the Chairperson the Vice Chairperson presides over the meeting, in the absence of both another Board member present shall be appointed to preside over the meeting for that meeting only (Aol: Article 10 Section 9)
- Signs documents on behalf of DCNA
- Ensures that all urgent decisions are taken
- Ensures that all reporting requirements are met

#### 7.2.2 Duties of the Vice Chair: stand in for Chairperson

- Whenever the Chairperson is absent or unable to serve, the Vice Chair stands in for them i.e.:
  - » Serves as the official representative of DCNA
  - » Presides over meetings of the Board
  - » Signs documents on behalf of DCNA
  - » Ensures that all urgent decisions are taken
  - » Ensures that all reporting requirements are met

### **7.2.3 Duties of the Secretary: 'watchdog' and oversight**

- Holds ballots in case of a ballot vote
- Oversees the following Secretariat functions:
  - » Ensuring that agendas and support materials are distributed to members one month before each Board meeting
  - » Sending out the official notice of Board meetings
  - » Ensures that accurate minutes are taken of all meetings, that they are approved and distributed to Board members
- Maintains the following official records in duplicate with the Secretariat
  - » Full current lists of all Board members, current committees and committee members
  - » Official list of members and official attendance list
  - » Copies of all official minutes of previous Board meetings
  - » Up to date copies of all governing documents such as Articles of Incorporation, Bylaws, Operational Manual
- Ensures annual reports are prepared and submitted on time
- Serves as a resource to the Chairperson and ensures that the Articles of Incorporation and Bylaws are strictly adhered to at all times
- Ensures that any agreed changes to governing documents are made and distributed to members
- Maintains a file of committee reports
- Notifies Board members of their election or appointment
- Whenever the Chairperson and the Vice Chair are absent or unable to serve, the Secretary stands in for them i.e.:
  - » Serves as the official representative of DCNA
  - » Presides over meetings of the Board
  - » Signs documents on behalf of DCNA
  - » Ensures that all urgent decisions are taken
  - » Ensures that all reporting requirements are met

### **7.2.4 Duties of the Treasurer: financial custodian**

Ensures that adequate financial records are kept of DCNA's affairs

- Oversees the income and expenditure of funds and ensures that spending does not exceed approved budgets
- Oversees the preparation of annual budgets, ensures the books are audited on an annual basis and tax returns are filed
- Ensures that full and complete reports are submitted in a timely fashion to all grantors and similar
- Presides over the Finance Committee and acts as a liaison between the Executive Committee and Finance Committee
- Ensures the financial management and financial asset management of DCNA and the Trust Fund are conducted in a prudent manner at all times
- Ensures accurate records are kept of financial assets and business transactions including assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other similar matters
- Ensures all monies are appropriately deposited and invested
- Disburses funds at the direction of the Board
- Keeps duplicate copies of financial documents and records
- Ensures that no financial conflicts occur within the Secretariat

## Article 8: Trust Fund

### 8.1 Definitions

#### 8.1.1 Marine and Terrestrial Parks

Marine and Terrestrial Parks in the Dutch Caribbean eligible for funding from the Trust Fund are:

Marine and terrestrial parks	Island
Parke Nacional Arikok	Aruba
Bonaire National Marine Park (including Klein Bonaire)	Bonaire
Washington Slagbaai National Park	Bonaire
Curacao Underwater Park	Curacao
Christoffel Park (including Shete Boca)	Curacao
Saba National Marine Park	Saba
Saba National Park	Saba
Statia Marine Park	St Eustatius
Quill Boven National Park	St Eustatius
St Maarten Marine Park	St Maarten

Any change will be noted in these bylaws

#### 8.1.2 Core funding

By core funding is understood operational costs (ref: Begroting en financieringsplan voor de beheerskosten van belangrijke natuurgebieden van de Nederlands Antillen, Dec 2000). These are defined as:

- salaries and benefits for park manager, assistant manager, rangers,
- transportation (pickup, car, scooter) including fuel, maintenance, repair, road tax and insurance
- boat including fuel, maintenance, repair and insurance
- office overheads
- mobile communication equipment including base station, radios, cellphones, VHF
- education officer and operational costs for outreach and education
- dive equipment including maintenance, repair, servicing and testing
- moorings including maintenance, replacement and repair of ropes, buoys
- travel costs
- accounting costs for bookkeeping, accounting, financial statements and audits
- visitor centre maintenance, rent, insurance, repairs and materials
- AV equipment such as TV, VCR, cameras, beamer, slide projector, wipe board etc
- monitoring equipment
- law enforcement

#### 8.1.3 Legally Designated Protected Area Management Organisations

The legally designated protected area management organisations for each island are:

Fundacion Parke Nacional Arikok	Aruba
Stichting Nationale Parken, Bonaire (STINAPA Bonaire)	Bonaire
Caribbean Research and Management of Biodiversity Foundation (CARMABI)	Curacao
Saba Conservation Foundation	Saba
St Eustatius National Parks Foundation (STENAPA)	St Eustatius
Foundation for the Conservation and Preservation of Nature on St Maarten (Nature Foundation)	St Maarten

Any change will be noted in these bylaws



## 8.2 Revenues from Trust Fund

Revenues from the Trust Fund can only be used to:

- provide core funding for the marine and terrestrial park identified by the (1998 Nature Forum) named above
- cover operational costs of DCNA (to a maximum of 20% of total revenues)

All dividends and revenues from the Trust Fund are to be reinvested in the Trust Fund for the duration of the funding assistance from the Dutch Ministry of the Interior (BZK) i.e. until post 2015 [Nov 2005 Saba]

Whenever revenues are dispersed from the Trust Fund this will be done in accordance with the formula developed in the 'Trust Fund Study' Report A Chapter 4.3 namely:

### 8.2.1 Division of funds (verdeelsluiting)

As long as St Maarten does not have a terrestrial park and Aruba does not have a Marine Park the division of funds will be:

Organisation	Percentage
Fundacion Parke Nacional Arikok	12.0
STINAPA Bonaire	18.4
CARMABI Curacao	18.4
Saba Conservation Foundation	14.9
STENAPA St Eustatius	14.9
Nature Foundation, St Maarten	9.7
DCNA	11.7

### 8.2.2 Decisions about disbursement of funds to Parks (Article 16, Section 6)

Core Board members i.e. those representing the legally designated protected area management organisations on the islands of Aruba, Bonaire, Curacao, Saba, St Eustatius and St Maarten may give advice asked for or otherwise about the disbursement of funds from the Trust Fund. However, they have no power over such decisions and may not vote on any matters directly relating to the award or allocation of grants and monies from the Fund to any protected area management organisation.

## Article 9: Parliamentary authority

For all questions about how to conduct Board business which are not addressed in the Articles of Incorporation or the Bylaws, 'Roberts Rules of Order' will be used as the ultimate authority.

### 9.1 Board meetings

At a Board meeting, a quorum which is defined two thirds or more of all current Board members, must be present for a Board meeting to be declared open and the Board to do business. Without a quorum, a Board meeting cannot be opened and the Board cannot do business.

Should Board members choose to leave during the proceedings, the remaining Board members can continue to do business for the duration of the meeting. All business conducted and decisions taken by a meeting where a quorum is present can be considered an act of the Board.

### 9.2 Debate

In principal, when a decision has been made by the Board or an action has been agreed (for example concerning the content of the Bylaws or Operational Manual) no further discussion is permissible except where a new motion is being proposed.

### 9.3 Approval of minutes

Meeting minutes will be processed during the meeting and presented to the Board for approval as the final agenda point at the end of each meeting.

Should it not be possible to approve the meeting minutes at the meeting then the following procedure will be adopted:

- A hard copy of the draft minutes will be distributed to Board members at the meeting
- Draft minutes will be sent electronically to Board members for comment immediately after the meeting and Board members will be given a deadline of one week in which to comment / request changes or amendments
- A final draft including all proposed changes to the minutes will be distributed electronically to Board members who have one week to request any final changes
- The final reviewed draft minutes will be used in lieu of approved minutes between meetings and will be approved as the first agenda point at the next meeting

### 9.3 Voting (Article 11)

Each member of the Board shall have one vote, with the exception of the representative of the Central Government Department of Nature and the Environment who is not entitled to vote.

Voting is normally done verbally. The Chairperson can opt to call for a closed ballot vote as can any individual Board member.

Where there is a tie, the Chairperson is entitled to decide on a course of action and/or cast the deciding vote.

#### 9.3.1 Closed ballot vote

A closed ballot vote is normally only taken where it could give a truer indication of Board members sentiments or where an open (verbal) vote could compromise an individual or organisation, for example for the election of Board officers.

Unmarked voting slips (ballots) must be distributed to the Board and collected from the Board by the Secretary who will then count the votes. Blank ballots are counted as abstentions. The count is checked and announced by the Chairperson.

When voting by ballot an individual Board member's vote may never be disclosed and the distribution of votes may not be revealed.

### 9.3.2 Absentee vote

The Chairperson will decide on a case by case basis, taking into account the circumstances and the issues at hand, whether or not it is appropriate for absent Board members to be allowed to vote. Any absentee votes must be presented in writing at the time the vote is cast.

### 9.3.3 Abstentions

Board members have the right to retain a neutral position by abstaining from voting or submitting a blank ballot during a closed ballot vote.

### 9.4 Majority votes

What constitutes a majority vote depends on the business at hand, namely:

- **Amending the Articles of Incorporation** requires a unanimous vote by all Board members. The Articles cannot be amended if there are any vacancies on the Board. Amendments to the Articles then have to be registered with a Notary to be valid.
- **Invading the capital of the Trust Fund** requires a unanimous vote of all current Board members.
- **Dissolving DCNA** requires a unanimous vote of all current Board members.
- **Dismissing a Board member** requires the approval of at least two thirds of all current Board members.
- **Changing the Bylaws** requires the approval of two thirds of all current Board members.
- **Taking financial decisions** requires the approval of two thirds of all current Board members.
- **All other matters** require a simple majority of votes of Members present at the meeting.

### 9.8 Electronic discussion and voting

With the exception of amending the Articles of Incorporation, invading the capital of the Trust Fund and/or dissolving the foundation any Board business may be conducted electronically under the following conditions:

- All Board members must be informed in writing/by email with confirmation of receipt
- A reasonable level of detail of the business must be included
- A majority of Board members agree to take the decision without a Board meeting
- Proposals are made in writing with confirmation of receipt
- Board members are given ten days for deliberation
- A sufficient written record must be kept of the discussion, proposal and vote cast by each Board member

## Article 10: Amendments

Each time changes or amendments are made to the Bylaws these must be captured in a new 'version' of the Bylaws. The version number must be given in the header and footer of the Bylaws along with the date of revision.

At the end of each Board meeting any agreed amendments or changes to the Bylaws will be captured and inserted/changed as appropriate and will become part of the standard text of the Bylaws.

Any changes or amendments requested, made or implied by Board members between meetings including any requests for new text at a Board meeting, will also be captured and inserted/changed as appropriate. These changes will be shown in blue text.

Whenever changes or amendments have been made to the Bylaws, the Bylaws will be added to the agenda of the following meeting, a copy of the latest version circulated one month ahead of the meeting to all current Board members and the proposed changes or amendments discussed and agreed at the Board meeting.

## Appendix I: Definitions

### **Abstain**

Refrain from voting. Thus giving consent to the decision made by the remainder of the group

### **Absentee voting**

Voting by mail or by proxy

### **Ad hoc committee**

A special committee formed for a particular purpose

### **Agenda**

A predetermined sequence of items of business to be covered at a meeting

### **Audit**

An examination and verification of the financial records of an organisation

### **Board**

The members of an organisation empowered to take decisions on behalf of that organisation. Meetings of the Board are only open to members of the Board and their invitees (such as Observers)

### **Bylaws**

Bylaws are a governing document and constitute the highest body of rules of the organisation. In the bylaws an organisation has the freedom to adopt any rules it wishes as long as these do not conflict with the Articles of Incorporation

### **Caucus**

A meeting to plan strategy around a particular issue or motion

### **Chair**

The Chair (or Presiding officer) is the person in charge of a meeting.

### **Committee**

A group of persons appointed or elected to carry out a job of work on behalf of the organisation. Generally a committee is formed to investigate, recommend or to take action.

### **Committee report**

A report or official statement made by a committee and formally adopted by a majority vote of that committee. The Committee report is then presented to the full Board of the organisation.

### **Debate / Discussion**

The discussion of a motion that occurs after the Chairperson has restated the motion and before it is put to a vote

### **Executive session**

A meeting or part of a meeting in which the proceedings are secret and only the only attendees are Board members and invited guests

### **Ex officio**

A person is a member (for example of a Committee) by virtue of the office they hold. An ex officio member has full voting rights and speaking rights

### **General consent**

General consent is a way of voting without taking a formal vote. The Chairperson asks if there are any objections and if none are voiced the motion is considered to be passed

### **Majority (simple majority)**

More than half the votes cast i.e. 50% + 1

**Minutes**

Minutes are a written record of the proceedings of a meeting. They are a record of what was done at the meeting, not of what was said

**Motion**

A proposal that the Board take a particular decision, action or stand

**Notice**

An official announcement, given verbally or in writing, of an item of business that will be introduced at a meeting

**Point of order**

If a member feels the rules are not being followed, they can call a point of order which forces the Chairperson to make a ruling or enforce the rules

**Proxy vote**

A proxy vote is written authorization for one member to vote on behalf of another member.

**Quorum**

The number of members who must be present at the start of a meeting in order for business to be legally transacted i.e. two thirds of current Board members or more

**Ruling**

A ruling is a decision made by the Chairperson as presiding officer

**Second**

An indication by a voting member, other than the person who made the motion, that they publicly agree that the proposed motion should be considered

**Special committee**

A special committee is one which is formed for a particular purpose. After it has given its final report, it ceases to exist.

**Special meeting**

A meeting called at a specific time for a specific purpose. Only the business specified when the meeting was called can be transacted at a special meeting

**Standing committee**

A permanent committee i.e. Executive Committee and Finance Committee

**Vacate the chair**

To temporarily relinquish the chair, so that the Chairperson can participate in the debate.

**Vote**

A formal expression of the will, opinion or choice by members on any matter

**Withdraw a motion**

A request by the person who put forwards a motion to have it removed from consideration. Correctly once a motion is put forwards and stated by the Chairperson it belongs to the assembly (all those present) and they need to give their consent if it is to be withdrawn





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