

**BY-LAWS**  
**of the**  
**German-American Women's Club Heidelberg**

**Article 1**

**Name, Registered Seat, Fiscal Year**

1. The name of the Club is: "Deutsch-Amerikanischer Frauenclub Heidelberg e.V." (*German-American Women's Club Heidelberg*)
2. The registered seat of the Club is Heidelberg.
3. The Club is registered in the Register of Associations (*Vereinsregister*) at the Local Court (*Amtsgericht*) Heidelberg.
4. The fiscal year of the Club is the calendar year.

**Article 2**

**Purpose, Non-Profit Status**

1. The purpose of the Club is the promotion of German-American understanding, friendship between women of all nations and the pursuance of charitable purposes. These purposes are realized by the support of German-American student and youth exchanges, the support of kindergardens, the handicapped in special needs in homes and schools, homes for the aged, facilities for public education as well as other social and cultural institutions.
2. The Club pursues exclusively and directly non-profit purposes within the meaning of the chapter "Tax-favored Purposes" of the Revenue Code (*Abgabenordnung*).
3. The Club is active without regard to itself; it does not pursue predominantly economic purposes in furtherance of itself.
4. The funds of the Club are permitted to be used only for purposes complying with these By-Laws. The members receive no gifts, grants or allocations from the funds of the Club, but are entitled to reimbursement of expenditures approved by the Board.
5. It is not permitted to benefit any person by expenditures which are alien to the purpose of the Club or by means of unreasonably high compensation.

**Article 3**

**Admission to Membership**

1. The Club is comprised of
  - ordinary members,
  - passive members and
  - honorary members.
2. Ordinary members of the Club are women of any nationality who support the goals of the Club and are willing to work together actively on an honorary basis.
3. Passive membership can only be granted after active membership. Passive members do not participate in events and interest groups. They have no voting rights. They are entitled to receive the Club News, but not the Federation's magazine GAZETTE.
4. With regard to the written application for admission to active or passive membership, the Board shall decide with a simple majority of the Board members present at the meeting. Membership begins

upon the payment of the Club dues and the receipt of the membership confirmation from the Membership Officer.

5. The Board is free to decide whether to admit a new member. A decision to deny membership does not require a statement of the grounds for the denial.
6. Honorary membership can be granted by resolution of the Board. Honorary members have all of the rights of an ordinary member. They are exempted from the payment of dues.

#### **Article 4**

##### **Termination of Membership**

1. Membership is terminated:
  - upon the death of the member,
  - by notice of termination,
  - by loss of citizen rights
  - by expulsion from the Club.
2. Resignation from the Club is possible under observance of a notice period of three (3) months with resignation becoming effective at the end of the fiscal year. Notice of termination is to be given in writing to any President or the Membership Officer. Members of the German and American military forces or their contractors and members of NATO are not bound by the foregoing notice period.
3. A member can be expelled from the Club by resolution of the Board, if
  - the member is in arrears with paying dues for more than six (6) months despite receiving two (2) written warnings from the Membership Officer.
  - on the grounds of the behavior of the member, the By-Laws or the rules of the Club are violated and its interests are seriously jeopardized.
4. The expelled member can file an objection. The expulsion becomes effective if the Membership Meeting adopts a corresponding resolution with a majority of the members present.

#### **Article 5**

##### **Dues**

1. Annual dues shall be imposed, the amount of which shall be determined for ordinary and passive members by the Membership Meeting.
2. Membership dues become due and payable at the beginning of the calendar year in the full amount. Members who join the Club after July 1<sup>st</sup> of the calendar year pay one-half of the annual dues in the year in which they join. Pupils and students pay one-half of the dues amount which apply to ordinary members.

#### **Article 6**

##### **Governing Bodies of the Club**

The governing bodies of the Club are

- the Membership Meeting
- the Board

## **Article 7**

### **Membership Meeting**

The Membership Meeting has authority

1. to elect the members of the Board and two (2) independent cash auditors,
2. to adopt resolutions regarding changes to these By-Laws and changes to the Club's purpose,
3. to determine the amount of the annual dues,
4. to receive the annual reports of the Presidents and the Treasurers,
5. to discharge the Board from liability in the performance of their offices,
6. to accept and approve the budget,
7. to distribute monies earned from the Penny Bazaar and
8. to expel members.

## **Article 8**

### **Board**

1. The Board is comprised preferably of:
  - at least one President and, if possible an additional President from the American community,
  - at least one Vice President and, if possible an additional Vice President from the American community,
  - at least one Secretary and, if possible an additional Secretary from the American community,
  - at least one Treasurer and, if possible an additional Treasurer from the American community,
  - at least one Organizational Manager for the Penny Bazaar and, if possible an additional Organizational Manager for the Penny Bazaar from the American community.
2. The Board is elected by the Membership Meeting for a term of two (2) years with the possibility of re-election for an additional two (2) years. Re-election at a later point in time is possible. With regard to additional re-election of the Treasurers, the Membership Meeting shall decide on proposal of the Board.
3. If a member of the Board resigns prior to the expiration of her term, the remaining Board is authorized to supplement the Board pursuant to Article 8.1 until new elections take place at the next Membership Meeting.
4. The Club is represented both in-court and out-of-court (§ 26 German Civil Code) by its Presidents and its Vice-Presidents. Each has individual authority to represent the Club. Internally, the Board shall decide that the Vice-Presidents are authorized to represent only if the Presidents are hindered.
5. The Board shall decide upon an Advisor and, if possible, an Advisor from the American community. Both shall have no voting rights.

## **Article 9**

### **Functions of the Board**

1. The Board conducts the business of the Club.
2. The Board recommends the expenditures for non-profit activities to the Membership Meeting which must be approved by the Membership Meeting. The Board is, however, authorized to decide upon special contributions in an aggregate amount not exceeding two thousand Euros (EUR 2,000.00) per year for immediate emergency assistance.

3. The Board develops and formulates recommendations for the work of the Club and submits these recommendations to the Membership Meeting.
4. A voting quorum of the Board exists, if a majority of the elected Board members are present at the meetings of the Board. The Board adopts resolutions by a majority of the votes, whereby votes withheld are not considered. In the event of a voting tie, the vote of the President who chairs the meeting shall decide. Each member has one (1) vote, even if the member holds several offices on the Board.
5. The Secretaries shall record the minutes of all Board meetings and Membership Meetings which reflects the course of business and the resolutions which have been adopted. They are responsible for the drafting, the publication and the sending of circulars and memoranda.
6. The Treasurers shall maintain the accounts for the receipts and expenditures of the Club. They are authorized to receive monies and to pay all ongoing costs from the Club accounts. They submit a written statement of accounts at Board meetings at least every second month. The German Treasurer submits the financial report for the concluded Club year to the Annual Membership Meeting. The books and accounts of the Club are audited prior to the drafting of the financial reports by two (2) independent Cash Auditors.

## **Article 10**

### **Meetings of the Board**

The Board should hold monthly meetings during the Club year, unless the Presidents, acting with the consent of the Board, decide otherwise.

## **Article 11**

### **Election of the Board**

1. The election of open seats on the Board takes place at the Annual Membership Meeting.
2. The Election Committee is comprised of two (2) ordinary members of the Club and, if possible, two additional members from the American community, who are not members of the elected Board and the Advisors. The Election Committee is named by the Board in January and is communicated to the membership in the Club News.
3. The Election Committee completes a list of applicants for the offices standing for election and publishes the names of these applicants at least two (2) weeks prior to the election in the Club News.
4. Additional nominees for election can be accepted by the Membership Meeting on the date of the election to the extent the prior consent of the members nominated has been obtained.
5. The Board is elected by secret vote.
6. The election is decided by simple majority of the valid votes cast, whereby votes withheld shall not be considered.
7. The newly-elected Board assumes its office at the beginning of the following calendar month.

## **Article 12**

### **Membership Meetings**

1. The Annual Membership Meeting and the approval of the budget takes place in the first half-year of each year.
2. Extraordinary Membership Meetings are to be called when the interest of the Club so requires or when the calling of such Extraordinary Membership Meeting is demanded by one-fifth (1/5<sup>th</sup>) of all members in writing from the Board with a statement of the purpose and the grounds for the Meeting.

3. The invitation to the Annual Membership Meeting, respectively, an Extraordinary Membership Meeting, takes place in writing by the Presidents and, in the event they are hindered, by the Vice Presidents and, in the event they are hindered, by one of the other members of the Board pursuant to Article 8.1. Place and time of the Meeting are communicated to the members together with the announcement of the agenda in the Club News under observance of a two (2) week notice period.
4. The Annual Membership Meeting and any Extraordinary Membership Meeting has a quorum without regard to the number of members present.
5. The Annual Membership Meeting and any Extraordinary Membership Meeting is chaired by the Presidents and, in the event they are hindered, by the Vice Presidents and, in the event they are hindered, such Membership Meeting shall elect a Chairperson of the Meeting.
6. The Membership adopts its resolutions by majority vote of the ordinary members and the honorary members, whereby votes withheld shall not be considered. With regard to changes of the By-Laws and changes to the Club's purpose Article 16.1 and 16.2 shall be observed.

### **Article 13**

#### **Standing Committees**

1. The Board is authorized to install Standing Committees.
2. Standing Committees can be
  - Club News/ Public relations,
  - Non-profit issues,
  - Interest groups,
  - Membership,
  - Senior citizen homes,
  - Student exchanges/ Youth program.
3. Representatives of the individual Standing Committees have one (1) vote per Committee at Board meetings.

### **Article 14**

#### **Liability**

If the Board of the Club engages in legal transactions, the members are to be held liable only to the limit of the assets of the Club. If the Board obligates the Club in the course of such legal transactions, it must limit liability to the amount of the Club's assets.

### **Article 15**

#### **Certification of the Minutes**

1. With regard to the course of Board Meetings, the Annual and any Extraordinary Membership Meetings and the election of the Board, minutes are to be taken which shall be signed by the Chairperson of the Meeting and the Secretary. These minutes shall be preserved for ten (10) years.
2. The written reports of the Treasurers shall be preserved for ten (10) years.

## **Article 16**

### **Amendment of the By-Laws**

1. Except as set forth in para. (2) of this Article 16 regarding the change of purpose of the Club, amendments to the By-Laws require a majority of three-fourths ( $3/4^{\text{th}}$ ) of the valid votes cast. Votes withheld shall not be considered.
2. A Membership Meeting called to amend the purpose of the Club shall require a majority of two-thirds ( $2/3^{\text{rds}}$ ) of the valid votes cast, provided that a quorum of at least one-half ( $1/2$ ) of all of the members of the Club is present. If the Membership Meeting cannot bring together a quorum, the calling of a new Membership Meeting with only one agenda item "Changes of the Purpose of the Club" shall take place without undue delay, such meeting to take place however not on the same day, but shall be newly called under observance of a notice period complying with these By-Laws of two weeks (2). Resolutions at this new Membership Meeting may be adopted without regard to the number of members who are present. This must be expressly stated in the invitation.

## **Article 17**

### **Dissolution of the Club**

1. The dissolution of the Club may be resolved at a Membership Meeting which is called solely for this purpose by a majority of two-thirds ( $2/3^{\text{rds}}$ ) of the valid votes cast, provided such Meeting is held with the quorum requirement set forth in para. (2) of this Article 17. Votes withheld shall not be considered.
2. The Membership Meeting called for the purpose of dissolving the Club shall have a quorum to adopt such resolution if a minimum of one-half ( $1/2$ ) of all of the members of the Club are present. If the Membership Meeting cannot bring together this quorum, a new Membership Meeting shall be called without undue delay, such meeting, however, not to take place on the same day, but shall be newly called under observance of a minimum notice period complying with these By-Laws of two (2) weeks. The resolution to dissolve the Club shall be adopted at this new Membership Meeting without regard to the number of members who are present. This must be expressly stated in the invitation.
3. Upon dissolution of the Club or upon withdrawal of its tax-benefited purpose, the assets of the Club shall be placed at the disposal of a tax-privileged organization.
4. Resolution regarding the future utilization of the assets may be implemented only after approval by the German Tax Office.

## **Article 18**

### **Languages**

The languages of the Club are German and English. With regard to the legal affairs of the Club the German version of these By-Laws shall govern.

The foregoing proposal of the By-Laws were approved in the Membership Meeting on 12.11.2008 in Heidelberg.

Local Court of Heidelberg  
- Register of Associations -  
Registered on 04.02.2009  
V Reg. No. 139