

CONSTITUTION of the AMERICAN WOMEN'S CLUB OF DÜSSELDORF e.V.

ARTICLE I NAME

The name of this organization shall be the American Women's Club of Düsseldorf e.V. It is a non-profit, non-political, non-denominational organization. Its seat is in Düsseldorf.

ARTICLE II PURPOSE

The American Women's Club of Düsseldorf e.V. ("Club") shall pursue, exclusively and directly, social and charitable goals within the meaning of the section of the German tax laws defining *steuerbegünstigte Zwecke*.

A. The purpose of the Club is:

1. To advance international understanding; to assist Americans and their families living in the Düsseldorf area; to provide support as they adjust to life in Germany; to advance cultural exchanges among Americans, Germans, and other nationalities; and to inform members about issues of interest to Americans;
2. To support education, the upbringing of minors, the care of the elderly, and the assistance of those in need within the scope of Section 53 of the German Tax Code (AO).

B. The above Constitutional purpose shall be realized as follows:

1. Section A.1 shall be primarily attained through lectures, seminars, conventions, information stands, exhibitions, and publications.
2. Section A.2 shall be realized by the donation of Club funds to public organizations or non-profit tax-exempt organizations in direct and exclusive pursuit of the above purpose.

C. The Club is a non-profit organization. It does not pursue economic gain as its primary goal. Funds of the Club shall only be used in pursuit of the purpose stated above. Members shall receive no payment from the Club that is not in accordance with the purpose of the organization nor receive a disproportionately high salary for services rendered to the Club.

ARTICLE III MEMBERSHIP

Membership is granted upon application to be decided on by the Governing Board, whose rulings are binding. Membership in the Club terminates through resignation, non-renewal of membership or by decision of the Governing Board.

A. Regular Membership

Persons eligible for Regular Membership are those living in the Düsseldorf area who are holding U.S. passports, or are married to U.S. citizens, or who have children who are U.S. citizens, or who have a parent who is a U.S. citizen.

B. Associate Membership

Persons who are eligible for Associate Membership are those English-speaking persons living in the Düsseldorf area who support the stated purposes and goals of the Club as outlined in Article II.

C. Additional Membership Categories

The Governing Board shall provide further categories of membership.

ARTICLE IV GOVERNING BOARD

A. Governing Board

1. The Governing Board consists of the Executive Board, the Board of Officers, and a non-voting Parliamentarian.
2. The Executive Board is elected by the Voting Members at the Annual General Meeting (AGM) of the Club. The Executive Board is composed of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Assistant Treasurer and Membership Chairperson.
3. The Board of Officers is elected by the Executive Board. It consists of six (6) voting positions. The Executive Board shall also elect six (6) alternate members to the Board of Officers. In the absence of (a) Board of Officers member(s), a like number of alternates may be counted for the determination of a quorum and may vote. The election of the Board of Officers and their alternates shall occur no later than the first Governing Board meeting of the new Club year.
4. The non-voting Parliamentarian is appointed by the Executive Board no later than the first Governing Board meeting of the new Club year.
5. The Governing Board shall guide the Club and be responsible for administration and any decisions of policy. These decisions are binding.
6. It is the responsibility of the Governing Board to keep a stable fund in the Treasury at all times and to provide operating capital and administer the budget.

B. Legal Representatives

The President and 1st Vice-President and one of the two Treasurers shall represent the Club formally and in accordance with the *Vorstand* within the meaning of Section 26 of the German Civil Code (BGB).

C. Filling Vacancies on the Governing Board

The Governing Board shall elect persons to fill vacancies on the Executive Board and the Board of Officers. The officer elected in this manner shall serve only until the next regular election. The 1st Vice-President shall fill the vacancy of the President; however the Governing Board may appoint a new President to serve until the next regular election.

D. Removal of Governing Board Members

Any member of the Governing Board may be removed from office for failure to perform their official duties. The issue of removal shall be brought to a vote before a quorum of the Governing Board.

E. Terms of Office

1. The term of office for all Governing Board Members shall be one year.
2. An Executive Board member may serve for a maximum of two consecutive years in the same office.
3. Any exceptions to the terms of office must be approved by the Governing Board.

ARTICLE V GENERAL MEETINGS

A. Annual General Meeting

1. The Annual General Meeting (AGM) shall take place in April.
2. The Governing Board shall call the AGM at least fourteen (14) days in advance by announcing the proposed agenda in writing to all members.
3. A written record (Minutes) shall be kept at the Annual General Meeting and signed by the President and the Secretary. The Minutes, which include all resolutions passed as well as the election results, shall be transcribed and translated into German. Copies of the signed Minutes shall be provided to the *Vereinsregister des Amtsgerichts Düsseldorf* (Club Register of Düsseldorf) in accordance with German law.
4. Executive Board Members shall be elected during the Annual General Meeting. The Governing Board shall manage the method of election.

B. Extraordinary General Meeting

1. An Extraordinary General Meeting shall be called by the Governing Board if this should be necessary in the interests of the Club or if one-tenth (1/10) of the voting membership are requesting such an extraordinary meeting.
2. Written notice shall be given to the membership stating the purpose of such a meeting at least fourteen (14) days in advance.

ARTICLE VI QUORUMS

A. General Membership Meeting

1. Three-tenths (3/10) of current Voting Members, including three Executive Board Officers, shall constitute a quorum for any general meeting of the membership. Absentee ballots (written and/or electronic) and/or proxies are permissible and, if verified by the Executive Board, shall be utilized to make a quorum.
2. Resolution of any motion shall be by a two-thirds (2/3) majority of the voting members present including absentee ballots (written and/or electronic) and/or proxies.
3. Resolution of any election shall be by a fifty-one percent (51%) majority vote. In the event that no Quorum is present, a second meeting will be announced and include the same schedule as the first meeting. This second meeting will have a quorum regardless of the number of voting members present.

B. Governing Board

1. Two-thirds (2/3) of the Members of the Governing Board, including the President or the Acting President, shall constitute a quorum of the Governing Board.
2. Resolution of any motion shall be by fifty-one percent (51%) majority of Governing Board members present.

ARTICLE VII AMENDMENTS

The Constitution may be amended at an Annual General Meeting or an Extraordinary General

Meeting, by a two-thirds (2/3) majority vote of the Voting Membership, provided that the amendment, or notice thereof, shall have been submitted in writing to the Membership at least thirty (30) days before the voting date. Absentee ballots (written and/or electronic) and/or proxies verified by the Executive Board shall be valid. All changes to the Constitution must be approved by the *Finanzamt* (German tax authorities).

ARTICLE VIII AUTHORIZATION

A. Bylaws

1. The Bylaws define membership responsibilities, Club functions, Club publications, and the distribution of duties among all Officers and Committee Chairpersons.
2. The Governing Board is authorized to maintain and propose changes to the Bylaws.
3. The Bylaws may be amended by the membership.

B. Standing Rules

1. The Standing Rules detail the means of Club administration, Federation of American Women's Clubs Overseas membership, and Club policies.
2. The Governing Board is authorized to pass and amend the Standing Rules.
3. Standing Rules, or any provision thereof, may be set aside or amended at the General Meeting by a majority of all Voting Members.

ARTICLE IX DISSOLUTION OF THE CLUB

1. The Club can only be dissolved by a resolution passed during an Extraordinary General Meeting with a nine-tenths (9/10) majority vote of the voting membership present, including absentee ballots (written and/or electronic) and/or proxies verified by the Executive Board. In the event of the dissolution of the AWCD, the Executive Board will select an appropriate organization to which all Club assets will be transferred.
2. The receiving organization must be approved by a two-thirds (2/3) majority vote of the voting membership present, including absentee ballots (written and/or electronic) and/or proxies verified by the Executive Board.
3. The receiving organization must have one or more of the stated tax privileged purposes outlined in Article II, Section A.

ARTICLE X SEVERANCE CLAUSE

If, for any reason, any portion of this Constitution is deemed unconstitutional or in conflict with German law, that portion or clause shall be deemed severable from the remainder of the Constitution which shall remain in full force and effect.

ARTICLE XI EFFECTIVE DATE

The effective date of this Constitution shall be October 23, 2007. All Bylaws, regulations and policies in effect prior to this date shall no longer be enforced.

BYLAWS of the AMERICAN WOMEN'S CLUB OF DÜSSELDORF e.V.

ARTICLE I MEMBERSHIP

A. Responsibilities and Rights

1. Members shall participate, to the best of their ability, in monthly meetings, activities, and in assisting new members. They should remember at all times that the American Women's Club of Düsseldorf e.V. (AWCD) is a volunteer organization and give freely of their time and talents to further the Purpose of the Club as stated in the Constitution Article II, Section A.
2. Regular and Associate Members shall participate by providing the required quorums of the Voting Membership in order to elect new officers or make any Constitutional changes
3. All members must renew their membership annually.
4. All members shall receive the Club newsletter and membership directory.
5. Dues
 - a. All members shall be permitted to make contributions, however dues are required for specific membership status. The Governing Board grants membership only upon payment of dues, receipt of a completed application and approval.
 - b. The deadline for annual dues shall be June 1st. Membership shall be forfeited without further action if dues are unpaid by June 30th.
 - c. Regular members may be reinstated after paying a late fee.
 - d. Associate members, after paying a late fee, will be placed back on the Associate Member Waiting List.
 - e. New members joining after January 1st shall pay one-half ($\frac{1}{2}$) of the annual dues.
 - f. Honorary members shall pay no membership dues.
 - g. The amounts of annual dues and late fees shall be proposed by the Treasurer and voted by the Governing Board.
 - h. Paid members who must resign due to relocation are entitled to a full refund of membership dues if the AWCD receives notification by September 1st.

B. Regular Membership

1. New candidates are required to submit a completed application package plus payment to the Membership Chairperson.
2. Renewing members are required to submit the official membership application package each Club year.
3. Regular Members may sponsor only one candidate and co-sponsor one candidate for membership per Club year.

C. Associate Membership

1. a. Associate Membership shall not exceed thirty percent (30%) of the number of

Regular Members as of the date of Associate Membership approval.

- b. Should the number of Associate Members, once approved, exceed thirty percent (30%) of the total number of Regular Members, no Associate Member shall lose his or her membership status to achieve the thirty percent limit.
2. New candidates for Associate Membership are required to submit a completed application package plus payment to the Membership Chairperson.
3. Upon receipt of application by the Membership Chairperson, prospective members shall then attend three (3) Club meetings. This Associate Member Candidate must check-in with the Associate Member Liaison or an Executive Board member at each of these meetings.
4. In order to become an Associate member, Candidates for Associate membership must fulfill one of the following requirements: a. attend three (3) Club meetings. The Candidate must check-in with the Associate Member Liaison, Executive Board member or Board approved representative at each of these meetings. b. perform a Club service. c. commit to perform a Club service. The definition of Club service shall be determined by the Governing Board.
5. a. Once requirements for Associate membership have been completed, the Membership Chairperson will place the Candidate for Associate Member on the Associate membership waiting list.
b. As openings in the Associate Membership category occur, the Membership Chairperson shall present the properly sponsored application to the Governing Board. Approval shall be by majority vote of the Governing Board. Once approved, the Candidate becomes an Associate Member.
6. An Associate Member shall not be able to hold the elected positions of President, 1st Vice President, Membership Chairperson and representative of the Federation of American Women's Clubs Overseas; nor sponsor new members. Total voting positions on the Governing Board shall consist of no more than four (4) Associate Members.
7. Associate Member Candidates on the Waiting List may not vote or serve the Club on the Governing Board or as a Committee Chairperson, but have all other privileges of an Associate Member.
8. Renewing members and renewing Candidates for Associate Membership are required to submit a completed membership application package each Club year.

D. Honorary Membership

1. Honorary Members are defined as follows:
 - a. Charter Members are those Founders of the American Women's Club of Düsseldorf e.V. These members are granted lifetime Honorary status.
 - b. Spouses of Consuls General living in the Düsseldorf area.
 - c. Special Appointees determined by the Governing Board.
2. The spouse of the American Consul General shall be Honorary President and have Regular Membership privileges.
3. Honorary Membership shall be granted as necessary by a majority vote of the Governing Board.
4. Honorary Members may not vote, serve on the Executive Board or Nominating Committee, or sponsor candidates for membership.

**ARTICLE II
CONFLICT RESOLUTION AND MEMBERSHIP TERMINATION**

- A. The Board reserves the right to terminate the membership of any member for cause, based upon the outcome of a review by the Conflict Resolution Committee, as outlined in the Standing Rules.
- B. Members shall make every effort to resolve a dispute quietly and informally. If a satisfactory conclusion is not reached, then any member has the right to use the Conflict Resolution procedure, as outlined in the Standing Rules.
- C. The final resolution of all disputes shall rest with the Governing Board.

**ARTICLE III
CLUB FUNCTIONS**

- A. Club meetings are generally held on the second Tuesday of each month from September through June. Special meetings and activities shall be announced in the Club Newsletter or by separate mailing.
- B. Guests and visitors may attend Club meetings or other functions when space permits. Children and pets shall not be allowed to attend Club functions unless otherwise specified.
- C. Governing Board meetings shall be held monthly from September through June and are open to the General Membership. Meeting dates and locations, which are decided by the President and 1st Vice President, are published in the monthly newsletter.

**ARTICLE IV
PUBLICATIONS**

- A. A regular Club Newsletter shall be published during the course of the year and sent to Club members informing them of issues in accordance the Club stated Purpose pursuant to the Constitution Article II Sections A and B.
- B. A Membership Directory shall be published in the Fall. It shall be made available to all Club Members, exclusively for their own personal and non-commercial use.
- C. With the approval of the Governing Board, the Club can create and sell other publications as desired as long as they fulfill the stated purpose pursuant to the Constitution, Article II Sections A and/or B.

**ARTICLE V
FEDERATION OF AMERICAN WOMEN'S CLUBS OVERSEAS**

- A. The AWCD is a member of the Federation of American Women's Clubs Overseas (FAWCO).
- B. Membership requirements in this organization must be maintained by the Club and can be withdrawn at any time at the General Meeting by a majority of two thirds (2/3) of the votes cast.
- C. The Executive Board shall elect one of the members to the Board of Officers to represent AWCD in FAWCO. The term of this office may be two calendar years.

**ARTICLE VI
GOVERNING BOARD**

The Board of Officers is elected by the Executive Board according to the needs of the Club, as outlined in article IV, section A of the Constitution, and should, at a minimum, contain the FAWCO Representative. The Governing Board consists of the Executive Board, the Board of Officers, and a non-voting Parliamentarian (as needed).

A. Duties

1. All Governing Board members' duties and responsibilities run from June 1st to May 31st of each Club year.
2. Each Governing Board member shall be given an up-to-date job description upon installation to office.
3. Each Governing Board member may organize a committee to assist them in the performance of their duties.
4. Each Governing Board member shall attend all Board meetings, and the Annual General Meeting. All Board members are encouraged to attend other Club functions
5. Each Governing Board member shall submit punctual reports to the Secretary for each Board Meeting. Secretary shall submit a summary of these reports to the Newsletter Editor for publication.
6. Each Governing Board member shall keep a record of expenses to be submitted on a monthly basis. All expenses for the Fiscal Year must be submitted by December 31st; for the remainder of the Club year, expenses must be submitted by the end of their term (May 31st).
7. Each Governing Board member must request authority from the Board before spending monies that exceed the approved budgeted expenditures.
8. Each Governing Board member shall complete a transition report package by April 1st of each club year.

B. Removal of Governing Board

1. The removal of a Governing Board member may be brought to a vote before the Governing Board when one of the following conditions has occurred:
 - a. The Governing Board member has failed to file an oral or written monthly report on their activities for two (2) official Board meetings.
 - b. The Governing Board member has failed to perform the official obligations to such an extent that the performance of other members' official duties has been severely impeded or the membership as a whole is negatively impacted.
2. No Governing Board Member shall be removed except by a two-thirds (2/3) vote of the Governing Board and after being afforded an opportunity to be heard.
3. Any changes in the composition of the Governing Board shall be reported to the membership in the club newsletter.

ARTICLE VII COMMITTEE CHAIRPERSONS

A. Composition

1. The Executive Board shall approve a list of Committee Chairperson positions for the Club in line with the Purpose of the Club pursuant to the Constitution Article II Sections A and B, no later than the first Governing Board meeting of the new Club year.

2. The list of Committee Chairpersons shall contain but is not limited to the following positions: Community Liaison, Hospitality Chair, Nominating Coordinator, Newsletter Editor, Activities Chair and FAWCO Representative.
3. The list of Committee Chairperson positions may be changed at any time by a two-thirds majority vote of the Governing Board.

B. Term of Office

1. The term of office for a Committee Chairperson is one year.
2. The Governing Board must approve any exceptions to the term of office.
3. The list of Committee Chairperson positions may be changed at any time by a two-thirds majority vote of the Governing Board.

C. Responsibilities and Duties

1. The term of office of a Committee Chairperson shall be one year running June 1st to May 31st.
2. Each Committee Chairperson position shall be given an up-to-date job description upon the beginning of their term in office. The Nominating Coordinator shall maintain copies of all job descriptions.
3. Committee Chairpersons may organize committees to assist them in the performance of their duties.
4. Each Committee Chairperson is encouraged to attend Board meetings, the Annual General Meeting and other Club activities.
5. Each Committee Chairperson shall submit punctual reports as relevant to their responsibilities to the Secretary for Board Meetings. The Secretary shall submit a summary from their reports to the Newsletter Editor for publication.
6. Each Committee Chairperson shall keep a record of expenses to be submitted on a monthly basis. All expenses for the Fiscal Year must be submitted by December 31st; for the remainder of the Club year, expenses must be submitted by the end of their term (May 31st).
7. Each Committee Chairperson must request authority from the Board before spending monies that exceed the approved budgeted expenditures.
8. Each Committee Chairperson shall complete a transition report package by April 1st of each Club year.

D. Removal

1. The removal of a Committee Chairperson member may be brought to a vote before the Governing Board when the Committee Chairperson has failed to perform the official obligations to such an extent that the performance of other members' official duties has been severely impeded or the membership as a whole is negatively impacted.
2. No Committee Chairperson shall be removed except by a two-thirds (2/3) vote of the Governing Board and after being afforded an opportunity to be heard.
3. Any changes in the composition of the Committee Chairperson positions shall be reported to the membership in the Club Newsletter.

E. Vacancies

1. The Nominating Coordinator shall suggest candidates to fill vacancies in the Committee Chairperson positions. The Governing Board shall approve the member appointed in

this manner who shall serve until the end of the normal term of office.

2. The Governing Board may elect to eliminate a vacant Committee Chairperson position.

ARTICLE VIII QUORUM

Quorum shall have the same meaning as defined in Article VI of the Constitution.

ARTICLE IX NOMINATIONS AND ELECTIONS

A. Nominating Coordinator

1. The Nominating Coordinator shall recruit and present qualified candidates when vacancies in the Governing Board or Committee Chair positions occur.
2. The Nominating Coordinator shall form a Nominating Committee to be approved by the Governing Board at the December Board Meeting.
3. The Nominating Coordinator shall maintain up-to-date job descriptions of all Governing Board and Committee Chair positions.

B. Nominating Committee

1. The Nominating Committee shall consist of five (5) Regular and Associate members and a non-voting advisor.
2. The Nominating Coordinator shall serve on the Nominating committee and may be elected by the Nominating Committee to hold the Committee Chairperson position.
3. All members of the Nominating Committee may stand for election or re-election to the Executive Board.

C. Duties of the Nominating Committee

1. The Nominating Committee shall solicit suggestions from the membership for the Executive Board and Committee Chair positions.
2. The Committee shall seek nominees for the Executive Board and Committee Chairperson positions who represent a cross section of the membership of the Club.
3. The Committee shall confirm the consent of all nominees for the Executive Board and Committee Chairperson positions prior to the Annual General Meeting (AGM).
4. The Committee shall present the slate of candidates for the Executive Board and Committee Chairperson positions to the Governing Board at the February Board meeting. A completed list will be sent to the Newsletter Editor for publication in the March Issue and presented at the Annual General Meeting (AGM).
5. In the event that a nominee wishes to withdraw his/her name from the slate, they must report the decision to the Chairperson of the Nominating Committee forty-eight (48) hours prior to the AGM.

D. Notice

1. Where notice is required in writing by our Constitution, Bylaws, or Standing Rules, e-mail will be the primary method of the Governing Board's communicating with the membership.

2. Those members, who prefer to receive notice in writing by post, pertaining only to those provisions so stated in the Constitution, Bylaws and Standing Rules, must indicate this preference on their membership applications.

E. Elections

1. The election of the Executive Board at the Annual General Meeting (AGM) shall proceed by secret ballot. The Parliamentarian will count the ballots including Absentee ballots and the election results will be verified by the President. Following verification the Parliamentarian will announce the results to those present and will ensure that the results are published in the newsletter.
2. Proxy statements must be designated and given to the Parliamentarian prior to the start of the meeting to be valid.
3. Absentee ballots must be received by the Parliamentarian one day prior to the meeting to be valid.
4. The Executive Board shall be installed during the May Club meeting.

ARTICLE X AMENDMENTS

The Bylaws may be amended at an Annual General Meeting (AGM) or an Extraordinary General meeting by a three-tenths (3/10) vote of the Voting Membership, provided that the amendment, or notice thereof, shall have been submitted in writing to the membership at least fourteen (14) days prior to the meeting date. Absentee ballots (written and/or electronic) and or proxies verified by the Executive Board shall be valid.

ARTICLE XI RULES OF ORDER

Robert's Rules of Order, Revised, shall be the authority on all questions of procedure not covered by the Club Constitution, Bylaws or Standing Rules.

ARTICLE XII SEVERANCE CLAUSE

Should single provisions of the Bylaws be or become invalid or unenforceable in whole or in part, the validity of the remaining provisions as well as of the Agreement as a whole shall not be affected thereby. In place of an invalid or unenforceable provision, such valid and enforceable provision is deemed agreed upon as comes closest to the objectives of the invalid or unenforceable provision and the spirit of the Bylaws.

ARTICLE XIII EFFECTIVE DATE

The effective date of these Bylaws shall be April 21, 2009.