

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 to promote an international spirit of tolerance in all areas of culture and to foster international understanding. The purpose of the bylaws is realized in particular through measures to promote German-American understanding, friendship among women of all nations, support for German-American student and youth exchanges, support for kindergartens, people with disabilities in residential facilities and schools, retirement homes, institutions for public education and youth work, 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 exclusively by Email.

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. By joining the Club, the member agrees to help out at the Penny Bazaar.
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 General 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 General 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 1st of the calendar year pay one-half of the annual dues in the year in which they join. Students pay one-half of the dues amount which apply to ordinary members.

Article 6

Governing Bodies of the Club

1. The governing bodies of the Club are
 - the General Meeting
 - the Board
2. The members of the Executive Board generally serve in an honorary capacity. They are entitled to reimbursement of expenses.

3. Notwithstanding section 2, the club may decide to grant members of the executive Board an expense allowance for their work in accordance with § 3 section 26a ESTG.

Article 7

General Meeting

The General 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 President and the Treasurer,
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:
 - President,
 - Vice President,
 - Secretary,
 - Treasurer.
2. The Board is elected by the General Meeting. The term of office is two (2) years or until a successor is duly elected, but not to exceed six (6) years. The members shall decide on further re-elections of the treasurer upon the recommendation of the executive 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 General Meeting.
4. The Club is represented both in-court and out-of-court (§ 26 German Civil Code) by its President and its Vice-President. Each has individual authority to represent the Club. Internally, the Board shall decide that the Vice-President are authorized to represent only if the President are hindered.
5. The Board shall decide upon an Advisor. The Advisor 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 General Meeting which must be approved by the General 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 assistance.
3. The Board develops and formulates recommendations for the work of the Club and submits these recommendations to the General Meeting.

4. The Secretary shall record the minutes of all Board meetings and General Meetings which reflects the course of business and the resolutions which have been adopted. She is responsible for the drafting, the publication and the sending of circulars and memoranda.
5. The Treasurer shall maintain the accounts for the receipts and expenditures of the Club. She is authorized to receive monies and to pay all ongoing costs from the Club accounts. She submits a written statement of accounts at Board meetings at least every second month. She submits the financial report for the concluded Club year to the General 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 is to hold a monthly meeting during the Club year, except in August.

Article 11

Election of the Board

1. The election of open seats on the Board takes place at the General Meeting.
2. The Election Committee consists of the Advisor and two (2) regular members of the Club, who are appointed by the Advisor.
3. The Election Committee shall prepare a list of candidates for the offices up for election and publish it in the Club News at least two weeks before the election. The list shall be sent by email or regular mail.
4. Additional nominees for election can be accepted by the General 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 of directors assumes office upon acceptance of the election.

Article 12

Membership Meetings

1. The General Meeting is held once a year.
2. Extraordinary General Meetings are to be called when the interest of the Club so requires or when the calling of such Extraordinary General Meeting is demanded by one-fifth (1/5th) 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 General Meeting or an Extraordinary General Meeting, along with the agenda, shall be sent by the Board of Directors via email or regular mail with two (2) weeks' notice.
4. The General Meeting and any Extraordinary General Meeting has a quorum without regard to the number of members present.
5. The General Meeting shall be chaired by the President; if the President is unable to attend the Vice President shall chair the meeting; if the Vice President is also unavailable to attend, another elected member of the Executive Board shall chair the meeting.
6. The General Meeting shall make decisions by a majority vote of the regular members and honorary members, with abstentions not counted.

7. All governing bodies may hold meetings in person, digitally, or as a hybrid meeting. Digital/hybrid meetings are conducted by participants joining a video and/or telephone conference accessible only to them. All bodies may be invited via email (or, alternatively by mail). If a member has not provided the DAFC with a specific email address to be used, the invitation will be sent to the email address provided to the DAFC.

Article 13

Standing Committees

1. The Board is authorized to install Standing Committees.
2. Standing Committees can be
 - Penny Bazaar,
 - Student exchange,
 - Public Relations,
 - Membership,
 - Non-profit issues
 - Club News
 - Interest groups,
 - 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 General 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^{ths}) of the valid votes cast. Votes withheld shall not be considered.

2. A General Meeting called to amend the purpose of the Club shall require a majority of two-thirds (2/3^{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 General Meeting cannot bring together a quorum, the calling of a new General 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 General 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 General Meeting which is called solely for this purpose by a majority of two-thirds (2/3^{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 General 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 General Meeting cannot bring together this quorum, a new General 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 General Meeting without regard to the number of members who are present. This must be expressly stated in the invitation.
3. In the event of the dissolution of the Club or the discontinuation of its tax-exempt purposes, the Club’s assets shall be transferred to “Frauen helfen Frauen e.V., Heidelberg” which must use them directly and exclusively for charitable purposes.
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 General Meeting on 05.08.2024 and the Extraordinary General Meeting on 10.09.2024.

Local Court of Heidelberg
- Register of Associations -
Registered on 10.25.2024
V Reg. No. 330139