

THE AMERICAN WOMEN'S CLUB OF BERLIN

BYLAWS

I. Duties of the Elected Officers

1. The President

1.1. It shall be the duty of the president to preside at all meetings of the Board of Directors and of the General membership.

1.2. The president shall appoint a chairperson to each standing or special committee and their replacement, if needed, and shall act as an ex-officio member of each committee appointed, except for the nominating committee.

1.3. The president shall have access to club accounts and can perform financial transactions on behalf of the Club. Disbursements above 200 Euro require Board approval.

1.4. The President is responsible for internal and external Club communications.

1.5. The president shall serve as liaison between the AWC of Berlin and the community and shall coordinate with elected officers in the administration of the Club.

2. The 1st Vice President

2.1. The 1st vice president shall be a liaison between the president and the standing committee chairpersons.

2.2. The 1st vice president shall perform, in the absence or resignation of the president, all duties prescribed by that office.

2.3. The 1st vice president shall act as the programs coordinator and shall plan the monthly club programs.

3. The 2nd Vice President

3.1. The 2nd vice president shall be a liaison between the president and the standing committee chairpersons.

3.2. The 2nd vice president shall perform, in the absence of the 1st vice president, all duties prescribed by that office.

3.3. The 2nd vice-president shall act as-the membership coordinator.

4. The Treasurer

4.1. The treasurer shall be custodian and administrator of all club operating and welfare funds and shall be responsible for the preparation of the budget.

4.2. The treasurer shall have access to club accounts and can perform financial transactions on behalf of the Club. Disbursements above 200 Euro require Board approval.

4.3. The treasurer shall keep records of the income and expenditures and account balances. Receipts supporting each expenditure must be filed in a manner to permit reconciliation of accounts and facilitate tax reporting.

4.4 The treasurer shall submit a monthly financial statement to the Board of Directors.

4.5. Upon resignation or expiration of the term of office, the treasurer shall render a final financial statement and summary of revenues and expenditures, which shall be audited as directed by the Board of Directors.

4.6. The treasurer shall be the property manager for the Club or appoint a designee to keep accurate inventory of all physical properties and who has current possession of each item.

5. The Secretary

5.1. The secretary shall keep a record of the proceedings of all meetings.

5.2. The Secretary shall prepare and distribute the minutes of each Board of Directors' meeting and general membership meetings to the Board of Directors and, upon request, to the membership.

5.3. The secretary shall attend to Club correspondence and issue all calls or notices of meetings.

5.4. The secretary shall maintain the official copies of the constitution and bylaws and her signature shall authenticate these documents and any amendments thereto.

5.5. The secretary shall maintain a list of Club policies and standing committee job descriptions.

5.6 The secretary shall have the minutes of the Annual General Meeting translated to German and submitted to the Notary to be filed at the Verein-Registry.

5.7 The secretary shall submit registration of new Board of Directors to the Notary within one month of election of new Board.

5.8 At the end of each Board's term, the Secretary shall ensure that all files deemed important by the Board, are archived. Current method of archival is Google Drive.

II. The Board of Directors

The Board of Directors shall be composed of the five elected officers.

Duties of Officers: Duties and authority of the Board of Directors of the AWC of Berlin:

1. The general management, direction, and control of the Club shall be vested in the Board of Directors except as otherwise provided in the constitution.
2. The Board of Directors shall meet at least once each month, except July and August, and at such times as the president may elect.
3. Each elected officer of the Club shall have one vote on the Board of Directors. Whenever an office is held by two or more persons, they jointly shall have one vote.
4. At the end of term, the Board of Directors shall submit a transition report to the incoming President, highlighting at Club-level what worked well, recommendations for the future and any other tips and hints.

5. The Officers

5.1. The officers shall attend all meetings of the Board of Directors or send a substitute to Board of Directors meetings. Substitutes shall have power to vote only with written proxy from the absent Board member, for whom she is substituting. When possible, the officers shall attend general Club activities and monthly events.

5.2 At the end of term, each officer shall ensure transition of her AWC email address, files and final report to her successor. The final report should include a summary of activities for that year, what worked well, recommendations for the future, and open items.

5.3 Each officer has one vote. The president shall only vote in a tie.

5.4. Presidential Appointments

- a. Communications Team

- Newsletter Editor
- Web Manager
- PR
- Advertising/ Sponsorship
- b. Community Liaison
- c. FAWCO Rep
- d. Historian
- e. Activity Coordinators

6. Presidential Appointees

- 6.1. Each appointee, shall be responsible for all matters relative to their appointment activities.
- 6.2. Specific job descriptions, if available, are to be maintained by the secretary.

7. Special Committees/Task Forces

7. Chairpersons of special committees and task forces shall be appointed by the president to serve without vote. These committees and task forces shall be formed and dissolved by the president as the need occurs, and the responsibilities shall be defined by the president.

III. The Nominating Committee

- 1.1. The nominating committee chair will be appointed by the President. Her appointments shall be announced in the Fall, and she shall recruit volunteers to join the nominating committee. The principal function of the committee is to prepare a slate of candidates for election to the various elective offices.
- 1.2. The nominating committee shall consist of a minimum of three and a maximum of five voting members, including the Chair. The nominating committee members are not eligible to run for office.
- 1.3. The nominating committee shall assure itself of the willingness of nominees to serve in case of election to office.
- 1.4. The nominating committee shall prepare a slate of officers for each office to be filled. The slate shall be presented to each voting member of the Club at least two weeks before the election meeting.
- 1.5 Independent nominations, with the consent of the nominee, may be made in writing by 20% of the voting members. They must be received by the secretary at least three weeks prior to the election meeting.

2. Voting Procedure

- 2.1. The chairperson of the nominating committee shall be responsible for having the ballots printed.
- 2.2. The membership chairperson shall be responsible for the distribution of ballots to all eligible voters, and shall assist the nominating committee at the election meeting of the general membership in the validation of absentee votes.
- 2.3. Vote counters shall consist of two members appointed by the President. These may not be members of the nominating committee.
- 2.4. The chairperson of the nominating committee shall record the final tally of the election and give the results to the current president. The president shall present the newly elected officers to the general membership before the close of the election meeting.
- 2.5. In the event of a tie vote for any office, the names of the candidates will be returned to the floor for an immediate vote by show of hands. This process shall be repeated, if necessary, until the tie vote is broken.

IV. Election

1. Elections shall be held at the Annual General Meeting
2. Voting shall be by secret written ballot by the voting members. Only voting members who are unable to be present may request an absentee ballot or send in a written proxy. The absentee ballot must be returned or written proxy must be requested as specified, no later than the day prior to the elections. This will be at the member's expense.
3. Newly elected officers shall assume duties in January.
4. All voting members are eligible for nominations. A member may not serve more than three consecutive years in one office. The President should have served on the Board of Directors for at least one year prior to election as President. Exceptions must be approved by the Board.

V. Activities of Club Policy

- 1.1 Meetings and Club Activity: Robert's Rules of Order, Revised, shall be the authority on all questions of parliamentary procedure not covered by this Constitution and Bylaws.
- 1.2. The general membership shall meet a minimum of two times during the Club year. Members shall be informed in writing of general membership meeting dates.

1.3. No-Show Policy: Those making reservations for a Club function and failing to cancel by the specified date shall be charged accordingly.

1.4. Late cancellations: If a person cancels after the sign-up deadline, she need not pay if a substitute can be found. Substitutes are taken from the waiting list when one exists or the person cancelling may provide her own substitute.

VI. Publications

1. A Club Newsletter will be published monthly except for the combined issue July-August and December-January. This will be sent electronically to all current members, informing them of Club news. The Newsletter editor has the right to edit all submissions.
2. A Membership Directory shall be published at least twice a year. It shall be made available to all Club members, exclusively for their own personal (non-commercial) use.
3. The Club constitution, bylaws, and standing rules shall be published on the website.

VII. Finances

1. The treasurer shall prepare a Financial Report of the year's expenditures, and a budget of the projected expenses and income for the coming year, to be approved by the Board of Directors.
2. Any proposed expenditure exceeding 200 Euro must be approved by the Board of Directors.
3. Receipts for normal expenses shall be submitted to the treasurer for reimbursement as they occur.
4. Gifts for special occasions (e.g. program speakers) should be at the discretion of the Board of Directors.
5. Dues and Other Income
 - 6.1. The annual dues shall be determined annually by the Board of Directors. Dues are payable at time of application. Types of dues include annual, 2-year, 3-year, student, and half-year as of July 1.
 - 6.2. Donations made for a specific purpose must go to that specific purpose. Unspecified donations may be used as necessary.

VIII. Audit

1. The accounting records will be audited at least annually and upon change of treasurer. The auditors will be appointed by the President.
2. The auditor may not be an elected officer.

REVISION

All changes to these bylaws will be presented in writing at the Board of Directors meeting. These bylaws may be altered or amended by a two-thirds vote of the Board of Directors, a quorum being present. The bylaws shall be reviewed by the Board of Directors at least every two years.