

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

**ARTICLE I
NAME, DOMICILE, REGISTRATION**

1. The name of this organization shall be the American Women's Club of Berlin e.V. – hereinafter called the Club.
2. It is a non-profit, non-political, non-denominational organization. Its seat is in Berlin. It is registered with the Vereinregister des Amtsgerichts Charlottenburg.

**ARTICLE II
PURPOSE**

The purpose of the Club shall be to help Americans and their families in order to make life happier and more effective in Berlin. The goal of this Organization shall be to promote the unity of the American community and enrich life in Berlin. The Club shall also present charitable events, the profits of which shall be given to furthering the cause of the Club and other recognized charitable organizations. Its purpose is purely social, educational, cultural and charitable.

**ARTICLE III
ASSETS AND FUNDS**

1. The Club pursues solely and directly non-profit aims, according to the provisions of the German tax law, operates altruistically, does not pursue private economic or political goals. Club assets can only be used for constitutional purposes.
2. The Club is a 100% volunteer organization; however, some services provided by members may be remunerated by the Club with approval from the Board.
3. No person should be reimbursed for expenditures that contradict Club purposes or are unproportionately high.

**ARTICLE IV
MEMBERSHIP**

The Club shall consist of Regular, Associate, Participating, Honorary and Non-resident Members. All members shall have a connection to "being American", whether through citizenship, family connection or residence and they shall have an interest in the purpose of the Club. All members, except Honorary, must renew their membership annually by February 15th.

Voting Members consist of Regular and Associate Members. Ultimate responsibility for all decisions regarding applications for membership and termination of membership rests with the Board of Directors, whose decisions are binding.

The Club does not discriminate on the basis of ethnicity, color, religion, national origin, sexual orientation, mental or physical handicap.

A. Regular Membership

1. Persons eligible for Regular Membership are limited to those women living in the Berlin area who hold U.S. passports, or are/were married to U.S. citizens, or who have children/parent/grandparent who are U.S. citizens.
2. Membership is accepted with the approval of the Board of Directors upon the receipt of a completed application and payment of dues.
3. Regular Membership makes up 60% of Voting Membership.

B. Associate Membership

1. Associate Membership shall be limited to women living in the Berlin area who have an interest in the purpose of the Club, but who do not meet the requirements for Regular Membership. The Associate membership of the Club shall not exceed 40% of Voting Members.
2. Associate Members shall enjoy normal club privileges including voting privileges.
3. The President shall present applications for Associate membership to the Board of Directors for approval, which approval shall follow upon majority vote.
4. Associate Members will be reviewed annually. The Board of Directors reserves the right to change their membership status to that of Participating Member. The member shall be notified in writing by the Membership Chairperson of the termination of Associate Member status.
5. An Associate Member shall be eligible to hold any Board position except President and Vice-president. Total voting positions on the Board of Directors shall consist of no more than 2 Associate Members.

C. Participating Membership

1. Participating membership shall be limited to women living in the Berlin area with a connection to the USA and have an interest in the purpose of the Club, but are ineligible for Associate membership because of the quota requirements. Participating Members shall be listed according to date of acceptance and shall be eligible for Associate membership status in the order of acceptance as vacancies become available, assuming active participation in the Club.
2. Participating Members may not vote or hold office, but may serve as an appointed committee chairperson. However, upon approval by the Board of Directors, a

Participating Member may assume Associate Member status in order to serve on the Board under the conditions set forth in Art.IV.B.6.

D. Honorary Membership

1. Honorary membership may be conferred by simple majority vote of the Board of Directors upon persons having a close association with the Club by virtue of their position in the community or who have made a significant contribution to the Club during the course of their membership.
2. Honorary Membership shall be determined annually by a majority vote of the Board of Directors.
3. These members shall enjoy all Club privileges with the exception of holding office and voting. Honorary members do not pay dues.

E. Non-resident Membership

1. Non-resident membership shall consist of women who do not reside in the Berlin area, but wish to have membership.
2. Non-resident Member status must be approved by simple majority vote of the Board of Directors upon application by the former member desiring such status.
3. Non-resident Members may not vote or hold office.

**ARTICLE V
MEMBERSHIP RESPONSIBILITIES**

1. Members shall participate to the best of their ability in Club activities and events, and in assisting new members. As the Club is a volunteer organization, members are encouraged to volunteer their time and talents to further the purpose of the Club.
2. In addition, the entire Membership shall participate by providing the required quorums of the Voting Membership in order to elect new officers or make any Constitutional changes. Participation in the constitution of quorums can be realized by attending the Annual General Meeting and any Extraordinary General Meetings, or completing an absentee ballot for such Meetings.
3. The official language of the Club is English.

**ARTICLE VI
LOSS OF MEMBERSHIP**

1. Membership in the Club expires effective immediately through death, resignation, or non-renewal of membership.

2. A member may also be removed from the Club by the decision of the Board of Directors if the member violates the constitution or By-Laws of the Club, disregards a decision made by the Membership, takes actions that are liable to discredit the Club's or individual members' reputation or the interests of the Club to a considerable extent, particularly the loss of civil rights. The member will receive written notification from two members of the Board. End of membership is effective as of the date of receipt of notification.
3. A member who has resigned or has been expelled has no claims upon the Club's assets and funds.

ARTICLE VII THE BOARD OF DIRECTORS

1. The Club shall be governed by a Board of Directors consisting of President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer.
2. The President and 1st VP shall be Regular Members. The rest of the elected officers may be either Regular or Associate members. Total voting positions on the Board of Directors shall consist of no more than 2 Associate Members.
3. The President, the First Vice-President, and the Treasurer, shall together and separately have the authority to represent the Club formally and in accordance with the definition of "*Vorstand*" as set forth in Section 26 of the German Civil Code (BGB).
4. The Board shall be responsible for the administration of the Club and any decisions of policy.
5. Decisions of the Board shall be by majority vote of a quorum of at least three officers.
6. Officers are elected at Annual General Meeting with a simple majority vote of the quorum of the voting membership. The method of voting is determined in the by-laws.
7. The term of office is one year with a maximum of three consecutive terms in the same office. Exceptions must be approved by the Board. A formerly held position may be resumed after a two-year absence.
8. The Board of Directors shall elect persons to fill vacancies on the Board of Directors occurring before the end of the one year term. Any officer elected in this manner shall serve only until the next regular election. The Vice-President shall fill the vacancy of the President; however, in the event that the Vice-President is not available, the Board of Directors may appoint a new President to serve until the next regular election.
9. All members of the Board may be removed from office for failure to perform their official duties or for negatively misrepresenting the Club. The issue of removal may be brought to a vote before a quorum of the Board of Directors. No Board Member shall be removed except by a two-thirds (2/3) vote of the Board of Directors, and after being afforded an opportunity to be heard.

ARTICLE VIII THE ANNUAL GENERAL MEETING

1. The Annual General Meeting (AGM) shall take place around the end of the Club year. The Board shall call the AGM at least two weeks in advance by announcing the proposed agenda in writing.
2. Minutes shall be kept at this meeting, to be signed by the President and a secretary designated by the President. 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 Berlin* (Club Register of Cologne) in accordance with German law.
3. Special General Meetings can be called at any time by the Board upon majority vote or by written request of 10% of the membership. The Board shall call the meeting at least two weeks in advance by announcing the proposed agenda in writing.

ARTICLE IX DUES AND DONATIONS

A. Dues

1. Annual dues shall be proposed by the Board and voted on by a simple majority of a quorum at the Annual General Meeting of the membership.
2. No dues shall be refunded upon departure of any member.

B. Donations

1. All members shall be permitted to make donations to the Club.
2. The Club may accept donations in support of the Club's purpose from third parties. The acceptance of such donations shall be subject to approval by the Board of Directors.

ARTICLE X QUORUMS AND DECISIONS

1. General Meetings: Ten percent (10%) of current voting members, including three elected officers, shall constitute a quorum of the Club.
2. Decisions of General Meetings shall require a simple majority unless stated differently in the Constitution.
3. Board of Directors meetings: Fifty percent (50%) of the Board including three elected officers shall constitute a quorum of the Board of Directors.

4. Decisions of the Board shall be by simple majority.

ARTICLE XI FINANCIAL ACCOUNTABILITY

1. The Club's fiscal year will be from January 1 to December 31.
2. The Treasurer shall present annually a proposed budget to the Board of Directors. The budget shall be approved by simple majority vote of the Board of Directors.
3. The Treasurer shall be responsible for tax compliance with the German authorities. She may enlist the services of a tax preparer, independent auditor or others, with approval from the Board.

ARTICLE XII AMENDMENTS

The Constitution may be amended at a General Meeting by a two-thirds majority vote of a quorum of the Voting Membership, provided that the amendment, or notice thereof, shall have been submitted to the membership at least one month before the General Membership Meeting. Absentee ballots shall be valid.

ARTICLE XIII DISSOLUTION

1. The Club may be dissolved by three-quarters of a quorum of the Voting Membership (10%) at a meeting called for that purpose.
2. Upon dissolution of the Club or the abolition of its currently stated purpose, the Club's assets shall be given to another organization which has the stated tax-privileged purpose to promoting cultural contacts and international understanding.

APPROVED BY MAJORITY VOTE ON 19, May, 2015 – amended on September 6, 2015

President, My-Linh Kunst

Berlin, _____

Secretary, Angelika McLarren

Berlin, _____

