

THE AMERICAN WOMEN'S CLUB OF BERLIN

BYLAWS

Approved April 15, 2021

1. The Board of Directors

The Board of Directors of the American Women's Club of Berlin (the Club) shall be composed of the five elected Officers: President, 1st Vice President, 2nd Vice President, Treasurer, and Secretary.

Duties and authority of the Board of Directors:

A. The general management, direction, and control of the Club shall be vested in the Board of Directors except as otherwise provided in the Constitution.

B. The Board of Directors shall meet at least once each month, except July and August, and at such times as the President may elect.

C. Each elected Officer of the Club shall have one vote on the Board of Directors. Decisions shall be by majority vote of a quorum of at least three officers.

D. The Officers shall attend all meetings of the Board of Directors unless excused by the President, in which case, they shall submit a written report in advance of the Board meeting. When possible, the Officers shall attend Club activities and events.

E. An absentee Officer may send a substitute to Board of Directors meetings. Substitutes shall have power to vote only with written proxy from the absentee Officer.

F. At the end of their term, each Officer shall ensure timely transition of their Club email address, files, and final report to their successor. The final report shall be copied to the President and shall include a summary of activities for that year, what worked well, recommendations for the future, and open items.

D. Voting members may attend open sessions of Board of Directors meetings, provided notice of intent to attend is given to the President at least five days prior to the Board meeting.

2. Duties of the Elected Officers

A. The President

1. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the General Membership.

2. The President shall appoint a chair to each standing or special committee and shall act as an ex officio member of each committee appointed, except for the Nominating Committee.
3. The President shall have access to Club accounts and may perform financial transactions on behalf of the Club.
4. The President is responsible for internal and external Club communications.
5. The President shall serve as liaison between the Club and the community and shall coordinate with elected officers in the administration of the Club.

B. The 1st Vice President

1. The 1st Vice President shall serve as either the membership or programs coordinator, fulfilling duties as defined in the Board Handbook.
2. The 1st Vice President shall perform, in the absence or resignation of the President, all duties prescribed by that office.

C. The 2nd Vice President

1. The 2nd Vice-President shall serve as either the membership or programs coordinator, fulfilling duties as defined in the Board Handbook.
2. The 2nd Vice President shall perform, in the absence of the 1st Vice President, all duties prescribed by that office.

D. The Treasurer

1. The Treasurer shall be custodian and administrator of all club operating funds and donations and shall be responsible for the preparation of the annual budget.
2. The Treasurer shall have access to club accounts and may perform financial transactions on behalf of the Club.
3. The Treasurer shall maintain records of income and expenditures and account balances. Receipts supporting each expenditure shall be recorded in a manner to permit reconciliation of accounts and to facilitate tax reporting.

4 The Treasurer shall submit a monthly financial statement to the Board of Directors.

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. The Treasurer shall also compare a summary of revenues and expenditures to the annual budget.

6. The Treasurer shall be responsible for tax compliance with the German authorities. With approval of the Board, the Treasurer may enlist the professional services of a tax preparer, independent auditor, or others.

7. 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.

E. The Secretary

1. The Secretary shall prepare and distribute the minutes of each Board of Directors meeting and of Annual General and Special General meetings to the Board of Directors and, upon request, to the membership.

2. The Secretary shall attend to the Club's postal correspondence and issue all calls or notices of Annual General and Special General meetings and Monthly Membership Meetings.

3. The Secretary shall maintain the Club's administrative documents.

4. Following the Annual General Meeting, the outgoing Secretary shall prepare the necessary documents and coordinate with the notary to update the Club's registration as a *Verein* with the *Amtsgericht*. Detailed information on the process shall be included in the administrative documents.

5. In the first quarter of the new Board's term, the Secretary shall deliver to the Berlin police (*Landespolizeidirektion*) via postal mail or email the required documents to update the Club's registration as a foreign association.

6. At the end of each Board's term, the Secretary shall ensure that official copies of the Constitution and Bylaws and any other documents deemed important by the Board are archived.

3. Presidential Appointees

A. The President shall appoint the following positions annually:

- Parliamentarian
- Nominating Committee Chair

B. The President may appoint additional positions as needed, including but not limited to the following:

- Newsletter Editor
- Blog Editor
- Public Relations Chair
 - Web Manager
 - Advertising/ Sponsorship Manager
 - Social Media Manager
- Philanthropy Chair
 - Community Service Coordinator
- FAWCO Representative
- Historian

C. Each appointee shall be responsible for all matters relative to their appointment activities as described in the Board Handbook.

D. Special Committees/Task Forces

1. Special committees and task forces shall be formed and dissolved by the President as the need occurs, and their responsibilities shall be defined by the President.
2. Chairs of special committees and task forces shall be appointed by the President.

5. The Nomination of Officers of the Board of Directors

The principal function of the Nominating Committee shall be to prepare a slate of nominees for election to the Board of Directors.

A. The Nominating Committee Chair shall be appointed by the President and that appointment shall be announced as soon as practical to meet required election-related deadlines.

B. The Chair shall recruit volunteers to serve on the Nominating Committee, which 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.

C. The Nominating Committee shall assure itself of the eligibility and willingness of nominees to serve if elected.

D. All voting members are eligible for nomination. A member may not serve more than three consecutive years in one office; exceptions must be approved by the Board. A formerly held position may be resumed after a two-year absence. The President should have served on the Board of Directors for at least one year prior to election as President.

E. 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. The Secretary shall forward such nominations to the Nominating Committee for inclusion in the slate of nominees.

F. The Nominating Committee shall present the slate of nominees to the voting members of the Club at least two weeks before the election meeting. Having done so, the Committee has fulfilled its responsibilities and is dissolved.

6. Voting and Election of Officers of the Board of Directors

A. Prior to the announcement of the Annual General Meeting at which the election will be held, the President shall appoint two Election Managers, who may not be nominees or members of the Nominating Committee.

B. The Election Managers shall be responsible for preparation of the ballots.

C. The Vice President in charge of membership shall be responsible for the distribution of ballots to all eligible voters, and shall assist the Election Managers in the validation of absentee and proxy votes.

D. The election shall be held at the Annual General Meeting.

E. 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 as provided in the administrative guidelines.

F. The Election Managers shall record the final tally of the votes and give the results to the current President. The President shall announce the election results and present the newly elected officers to the General Membership before the close of the election meeting.

G. In the event of a tie vote for any office, the Election Managers shall again present the names of the candidates for that office for an immediate vote. This process shall be repeated, as necessary, until the tie vote is broken.

H. Outgoing Officers shall be discharged of their duties and newly elected Officers shall assume duties on January 1.

I. Following the election, ballots shall be retained until the registration of the newly elected Board with the *Amtsgericht* and *Landespolizei* is confirmed.

J. Procedures regarding the voting and election of Officers shall be detailed in the administrative documents.

8. Finances

- A. The annual dues shall be determined by the Board of Directors and are subject to approval by the membership. Dues are payable at the time of application.
- B. Donations made for a specific purpose must be applied to that specific purpose. Unspecified donations may be used as necessary.
- C. A cash reserve in an amount determined by the Board shall be retained.
- D. Disbursements above an amount determined by the Board shall require Board approval.
- E. Receipts for expenses shall be submitted to the Treasurer for reimbursement as they occur.
- F. Gifts for special occasions (e.g., program speakers) shall be at the discretion of the Board of Directors.

10. Audit

- A. The accounting records shall be audited at least annually and upon change of the Treasurer. The auditor shall be appointed by the President.
- B. The auditor may not be elected officer.

11. Procedural Rules

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

12. Revision of Bylaws

- A. All proposed changes to these Bylaws shall be presented in writing at a Board of Directors meeting.

- B. These Bylaws may be altered or amended by a two-thirds vote of the Board of Directors, a quorum being present.
- C. The Bylaws shall be reviewed by the Board of Directors at least every two years.