

## Germania's Proposed By-Laws Crib Notes

Article I – Name – Germania Singing and Sport Society, Inc.

Article II – Purpose of the Social Club – Fosters and promotes German song and language, culture and heritage, food and beverage, sport and good fellowship.

Limitations – discussion of politics and political lobbying is not allowed.

Bylaws – this is our governing document in accordance with Ohio laws.

Non-Discrimination – we are not allowed to discriminate against anybody.

Article III – Membership – Members are those who pay their dues and are in good standing. We have General Memberships and Special Memberships categories.

Membership Meetings – We meet at the club at least quarterly. Elections happen at the annual meeting and is open to all members in good standing.

Notices of Member Meetings – notice is given at least 20 days before a meeting.

Quorum – except for Annual meeting, at least 10% of members present make up a quorum.

At the Annual meeting at least 35 members must be present.

Dues – Dues are paid annually and the amount is set by the board.

Article IV – Admittance of Members – applications are in writing with initial dues payable to the Germania.

Approval of Members – members are approved through majority vote by Board and/or Membership Committee.

Article V – Board of Directors – have ultimate responsibility for Germania's affairs, as required by Ohio non-profit law. However, the membership must approve some board actions, of higher dollar amount, relating to mortgage and title of the property, dissolving Germania and "any action that would make it impossible to carry out the purposes." Board Members shall be: President, Vice-President, Secretary, Treasurer, Special Director for Musical Groups, Special Director for Activity Groups, 2 Directors at Large Board Officers shall be elected to a term of 2 years, Directors 3 years.

Article VI – Committees of the Board – The Board will create committees and other groups to help run Germania. Two special groups (Musical Group Committee and Activity Group Committee) will elect their own Special Director, which gives them extra representation at Germania's highest level. Special Directors are not part of the governance of any group, but help the Board pay attention to the group's needs.

Article VII – Officers – President, Vice-President, Treasurer and Secretary as in other organizations. However, the Board can create and appoint other officers who do not vote on the board as needed to help run Germania.

Article VIII – Order of Business – From Robert's Rules.

Article IX – Misconduct of Members – Members get notified by the board of misconduct charges, can explain themselves, and it goes to a vote of the board, which requires 2/3 majority. Expelled members get prorated refunds.

Article X – Dissolution – No dissolution unless Germania cannot meet its financial obligations. A lot of legalese here, but this procedure follows the outline in Ohio Law.

Article XI – Changes to bylaws – Bylaw changes require 2/3 majority vote of BOTH the board and membership.

Article XII – Conflicts – Conflicts in non-profit law refer ONLY to situations where a leader might benefit personally, financially, from a decision they make for Germania. For example, if a board member who is also a dishwasher salesman gets a commission for selling a dishwasher to Germania. This section represents the standard, it is a sound way to legally handle these situations, but it is technical to read.

Article XIII – Whistleblower – Whistleblower provisions like this help non-profits stay within some newer law designed to protect individuals who are willing to report wrongdoing they have seen. Again, this is a standard, sound way to handle this thorny issue.

Article XIV – Indemnification – Your volunteer leaders take legal risk to their personal property by serving Germania. This section says that Germania should help them out of legal trouble they might get into on Germania's behalf, UNLESS there is negligence, misconduct or it does not seem fair by a court or the Board majority to do so.

These proposed Bylaws are designed to follow existing Ohio and Federal laws governing non-profit organizations, it brings us up to code legally. It also clarifies the fiduciary responsibility of the Officers, which the previous Bylaws were very unclear. For the most part, the members will see very little change, if any, as to the daily functions of the club.