

Amended and Restated Bylaws
Of
Germania Singing and Sport Society, Inc.

ARTICLE I

Name of the Social Club

Section I, Name:

The name of the organization is Germania Singing and Sport Society, Inc., which is hereafter referred to as “Germania.”

ARTICLE II

Purposes of the Social Club

Section I, Purposes:

The purposes of Germania are for member pleasure, recreation, and other non-profitable purposes where *substantially* all of the activities are for such purposes, and no part of the net earnings of which inures to the benefit of any private shareholder or individual. In general, but without limitation, Germania fosters and promotes cultivation of German song and language, culture and heritage, food and beverage, sport and good fellowship.

Section II, Limitations:

Germania will not engage in political lobbying or encourage the discussion of political and/or religious subjects, except as incidental to its charitable purposes.

Section III, Bylaws:

Germania shall be governed in accordance with these Bylaws, and these Bylaws amend, restate and supersede any prior constitution/bylaws. These Bylaws may also be written in German, but in the event of any conflict, the English version shall prevail.

Section IV, Non-Discrimination:

Germania is an equal opportunity organization, and no applicant, member, employee, or contractor will be discriminated against due to race, color, religion, national origin, gender, sexual orientation, age, disability, veteran status, or other status or class protected by applicable federal and state law.

ARTICLE III
Membership

Section I, Members:

The Members of Germania (hereinafter referred to as “Members”) shall consist of all dues paying individuals in good standing. The Secretary shall account for Members pursuant to Ohio Rev. Code, Sec. 1702.13; however, the Board of Directors may delegate clerical duties related thereto. Germania shall have General Members and Special Members. The Board of Directors by written resolution has the authority to establish categories of Special Membership and the rights related to any such categories. Unless a person is admitted to the organization as a Special Member, he or she will be a General Member, and all General members in good standing shall be entitled to vote at membership meetings and to enjoy all rights and privileges of membership. A “member in good standing” is a member who has not been expelled and who is not subject to suspension or discipline by the Board Of Directors, as set forth in Article IX.

Section II, Membership Meetings:

At least quarterly, at 543 S. Front Street, Columbus, Ohio 43215 (hereinafter referred to as “Headquarters,”) or such other place as the Board may set within Franklin County, Ohio, Germania shall hold membership meetings to which all General Members are invited. Elections of Germania’s Board and Officers shall occur at the Annual Membership Meeting, which shall normally be scheduled during the month of December. All General Members shall be entitled to vote at the Annual Membership Meeting.

Other than voting for Directors and Board Officers, General Members may vote to create Resolutions of the Membership at any member meeting duly noticed, by means of a majority membership vote where a quorum is present. Resolutions of the Membership shall be referred to the Board for consideration, and do not limit the authority of the Board in any way.

Membership meetings shall be presided over by the President, or in his or her absence, by another Board Officer.

Section III, Notices of Member Meetings:

Notice of regular member meeting shall be given by any Officer at least twenty (20) days in advance of the meeting by facsimile, electronic methods, mailed written notice or by

inclusion in the written minutes of the prior meeting which are published to the General Members and the Board.

Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws, including, without limitation, for any matters requiring ratification of Board actions due to limitation of authority as set forth herein below.

Section IV, Quorum:

With the exception of the annual meeting at which elections take place, the attendance of 10 percent or more General Members shall constitute a quorum. At the annual meeting at which elections take place, the attendance of 35 or more General Members shall constitute a quorum. Unless otherwise specified in these Bylaws, the act of a majority of the General Members in attendance at a meeting where a quorum is present shall be the Action of the Membership, unless the act of a greater number is required by law or by these Bylaws.

Section V, Dues:

All Members are required to pay annual dues in an amount to be set by the Board. Dues are payable on the anniversary date of the Member's dues payment of the previous year.

Failure to timely pay dues will result in suspension of membership. Any person whose membership has been suspended due to lack of dues payment shall be automatically reinstated as a Member immediately upon payment of current dues during the same year as the failure to pay occurs, as long as the Member continues in good standing, and no Member shall be required to pay dues that would have accrued in the time the membership had lapsed. However, Members who do not pay their dues for entire calendar year from the due date shall be required to re-apply to the organization for membership.

ARTICLE IV

Admittance of Members

Section I, Applications for Membership:

All applications for membership must be in writing in a form to be prescribed by the Board and accompanied by payment of initial annual dues payable to Germania. Dues and applications shall be held for investigation by the Board or any Membership Committee of the Board for presentation and approval.

Section II, Approval of Applications:

Approval of membership applications shall be by the affirmative majority vote of the Board and/or by any Membership Committee established by the Board. Applicants should be socially desirable, friendly, trustworthy and of high moral standards.

ARTICLE V

Board of Directors

Section I, General Powers:

Germania's affairs shall be governed by its Board of Directors (hereinafter referred to as "Board"). Subject to these Bylaws, the Board shall have control of and be responsible for the governance of its affairs and property.

Section II, Number, Tenure, Requirements, and Qualifications:

There shall be no less than seven (7) and no more than twelve (12) members of the Board (hereinafter referred to as "Board Members,") who shall be:

- President of the Board (President)
- Vice-President of the Board, (Vice President)
- Secretary of the Board, (Secretary)
- Treasurer of the Board, (Treasurer)
- Special Director for Musical Groups
- Special Director for Activity Groups
- At least one (1) Director at Large

Board Officers shall be elected to a term of two (2) years. Directors shall be elected to a term of three (3) years. Board Members shall, upon election, immediately enter upon the

performance of their duties and shall continue in office until their successors shall be duly elected and qualified.¹

All Board Members must be Members in good standing at the time of election. No two Members related by blood or marriage/domestic partnership or within the second degree of consanguinity or affinity may serve on the Board at the same time.

Section III, Elections:

The General Members of Germania at the Annual Membership Meeting where a quorum is present shall elect Board Members, including the President, Vice-President, Treasurer, Secretary, and Directors at Large by affirmative majority vote. Upon request of any General Member, voting shall be by secret written ballot, and the election shall be supervised by an election committee to be composed of three (3) Members present who are not seeking election.

Any General Member at the annual member meeting may nominate candidates for Board Member positions with a required second.

The Special Director for Musical Groups shall be elected by the Members of the Musical Group Committee. The Special Director of Activity Groups shall be elected by the Members of the Activity Group Committee.

Section IV, Term Limits:

There shall be no limitation on the number of terms any Board Members may serve if elected, except that the President shall not serve for more than three (3) consecutive terms as President.

Section VI, Regular Meetings:

Regular Meetings of the Board (“Board Meetings”) shall be held from time-to-time, but no less than quarterly, at a date and place within Franklin County, Ohio, set by the Board or by its President; however, it is expected that meetings occur at Germania’s Headquarters. All Board Meetings shall be open to any Members; however, only Board Members may vote.

Section VII, Special Meetings:

¹ Initial Board Members are set forth on Schedule 1.

Special Board Meetings may be called by or at the request of the President or any two Board Members. The person or persons calling the special meeting may select the location, which must be in Franklin County, Ohio; however, it is expected that all meetings shall take place at Germania's Headquarters. Special Board Meetings shall be open to any Member; however, only Board Members may vote.

Section VIII, Telephonic/Audio-Visual Meetings:

Unless expressly prohibited by law, the Board and any of its committees may attend, participate, and vote in meetings through use of conference telephone or audio-visual conferencing communications equipment by means of which all persons participating in the meeting can hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. Notices of telephonic or audio-visual meetings, in addition to other requirements set forth under notice provisions of these Bylaws, shall provide the information necessary for participants to participate by telephonic or audio-visual means.

Section IX, Notices of Meetings of the Board:

Notice of any regular meeting of the Board shall be given by any Officer in writing at least seven (7) days in advance of the meeting by facsimile or electronic methods or by mailed written notice or by inclusion in the written minutes of the prior meeting which are published to all Board Members by addresses provided by them to the Secretary for that purpose.

Notice of any Special Board Meeting shall be given at least three (3) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice to telephone numbers or addresses provided by the Board Members to the Secretary for that purpose.

Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Board Meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section X, Quorum:

The presence, in person, of a majority of current Board Members, including at least two Officers, shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of Board Members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section XI, Compensation:

Board Members shall not receive any compensation for their services as such; however, expenses may be reimbursed upon majority affirmative vote of the Board.

Section XII, Record Keeping and Written Action by the Board:

Written minutes of all duly noticed Board Meetings or its committees with Board-delegated authority shall be kept, including without limitation, the names of the persons in attendance, any motions made which are seconded and upon which action of any kind is taken, the nature of the action taken, and a description of any authorization made in connection therewith. Except as set forth under Germania's conflict of interest policy, it shall not be necessary to record votes or have secret ballots, unless called for by motion duly seconded and approved.

Pursuant to O.R.C. 1702.25, any action which may be taken, or is required by law to be taken, at a Board Meeting, may be taken without a meeting upon written consent setting forth the action so taken, when signed by all of the Board Members following proper notice.

Section XIII, Parliamentary Procedure:

In general, meetings of the Board shall be conducted pursuant to Robert's Rules Of Order. The President shall determine any question concerning parliamentary procedure at meetings by reference thereto.

Section XIV, Removal & Discipline:

A Board Member may be removed from the Board with or without cause, at any time, by two-thirds (2/3) vote of all the other Board Members, if, in their judgment, the best interests of Germania would be served thereby. Each Board Member must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action; the Board Member

proposed to be removed shall be entitled to a hearing before a Board meeting at which a quorum is present prior to any removal vote.

Removal from the Board also terminates any office held by the Board Member. Board Members are also subject to charges of misconduct under Article IX of these Bylaws.

Section XV, Vacancies:

A Board Member may resign at any time by written notice to the President or Secretary. Except for vacancies caused by failure of the Musical Group Committee or the Activity Group Committee to nominate a Special Director, any vacancy caused by resignation, incapacity or any other reason may be filled by the Board upon a majority affirmative vote of the Board Members, excluding the person who held the vacated position, provided that at least five (5) members serve on the Board at that time. In the event that fewer than five (5) members are serving on the board, the vacancy will be filled by election of affirmative vote of the Membership at a duly convened special meeting. The persons so elected shall hold office for the unexpired term of the vacated position.

Section XVI, Limitations On Board Authority:

The following actions of the Board shall require ratification by majority affirmative vote of all General Members present at a special or annual meeting of the General Members called for the purpose where a quorum is present and where the notice of meeting describes the purpose of the meeting:

- a. any transfer of title to, or creation of any lien or other encumbrance on, the title to real property of Germania;
- b. any contract, transaction, or series of contracts/transactions involving \$25,000 or more;
- c. any action to dissolve or discontinue Germania or surrender its charter; and
- d. any other act that would make it impossible to carry on the purposes of the organization.

ARTICLE VI

Committees of the Board

The Board, by affirmative majority vote, may create committees as needed. The Board shall select the chairs and members of all Committees, or delegate such to a Board Officer or the Committee Chair. Committee Chairs shall report to the Board upon request.

Section I, Musical Group Committee

The members of the Männerchor, Damenchor, Hauskapelle and any other musical groups established at Germania shall be members of the Musical Group Committee. This Committee shall elect the Special Director for Musical Groups, who shall serve as a Board Member. At the Annual Membership Meeting, the Musical Group Committee shall notify the Board of the identity of the Special Director for Musical Groups, who shall immediately enter upon the performance of their duties and shall continue in office until the end of the three (3) year term. If the Committee does not elect a Special Director for Musical Groups, the seat will remain vacant until the next Annual Membership Meeting.

This committee may adopt any other internal rules, subject to Board approval, which may not conflict with these Bylaws or any rules or resolution adopted by the Board. This Committee may also adopt sub-committee structures and chairs.

Section II, Activity Group Committee

All Members of Germania's Activity Groups, otherwise known as Verein or Kameraden, shall be members of the Group Activities Committee. This Committee shall elect the Special Director for Group Activities, who shall serve as a Board Member. At the Annual Membership Meeting, the Activity Group Committee shall notify the Board of the identity of the Special Director for Activity Groups, who shall immediately enter upon the performance of their duties and shall continue in office until the end of the three (3) year term. If the Activity Group Committee does not elect a Special Director for Activity Groups, the seat will remain vacant until the next Annual Membership Meeting.

The Committee may adopt any other internal rules, subject to Board approval, which may not conflict with these Bylaws or any rules or resolution adopted by the Board. This Committee may also adopt sub-committee structures and chairs.

Section III, Executive Committee

The Officers shall serve as the Members of the Executive Committee. Except for the power to amend the Articles and these Bylaws of Germania, the Executive Committee shall have all the powers and authority of the Board in the intervals between Board Meetings, subject to the direction and control of the full Board. Any actions of the Executive Committee shall be in writing and signed by all Members of the Executive Committee. The full Board may amend, alter, or revoke actions of the Executive Committee at a duly noticed Board Meeting. The Executive Committee shall not enter into any transactions outside the regular course of business or enter into any contracts or series of contracts with a value of \$2,000 or more without Board approval.

ARTICLE VII

Officers of the Board

The Officers of the Board (“Officers”) shall be the President, Vice-President, Secretary and Treasurer. All Officers must be Members in good standing. All Officers are automatically Board Members.

Section I, President:

The President shall:

- a. preside at all meetings of the Board, Members and any of their Committee(s)
- b. have general and active management of the business and affairs of Germania, including without limitation, the power to execute documents on behalf of Germania, including the power to enter into contracts and to hire and fire employees.
- c. act as Chairperson of the Board or delegate that position to another Board Member
- d. see that all orders and resolutions of the Board are followed.
- e. have general supervision and direction of all other Officers of Germania and see that their duties are properly performed.
- f. submit a report of the operations of Germania for the fiscal year to the Board at their annual meetings, and from time to time, shall report to the Board all matters that may affect Germania or its activities.

- g. be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section II, Vice-President:

At the request of the President or in his or her absence or disability, the Vice-President shall be vested with all the powers and shall perform all the duties of the President. The Vice-President shall have such other authority and exercise such additional duties as may from time to time be determined by the President or the Board.

Section III, Secretary

The Secretary shall

- a. make and keep Germania's written records, including without limitation, all Membership Meetings, all Board Meetings, all Executive Committee Meetings, or Officers or Director Meetings, and any other meetings at the direction of the President or Board. He/she shall make and keep any changes to the corporation's Articles, Bylaws, or other official documents.
- b. be in charge of organizational communications, including without limitation, notices, lists, reports, and records, and sign the same.
- c. serve as a Member of the Executive Committee and perform any administrative duties delegated or assigned by the President or Board.

Section IV, Treasurer:

The Treasurer shall:

- a. submit all expenditures of Germania's funds and proposed capital expenditures (equipment and property) for Board approval,
- b. present a complete and accurate report of the finances raised or expended at each regular meeting of the Board, or at any other time upon request of the President or the Board,
- c. oversee Germania's funds and property,
- d. assist in any audits of Germania's expenditures and funds according to funding source guidelines and generally accepted accounting principles,

- e. perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be,
- f. be the Tax Officer for purposes of tax law compliance and be in charge of any necessary tax filings.

Section V, Subsidiary Officers

The Board may, by majority vote, designate other subsidiary officers, who shall exercise authority and perform duties as set forth by the Board in that designation. Subsidiary Officers shall have only the authority given them in the designation by the Board. Subsidiary Office shall not confer Board Membership.

Section VI, Limitations on Authority:

Officers shall not enter into any transactions outside the regular course of business or enter into any contract or transaction requiring the expenditure of \$2,000 or more of Germania's funds without the approval of the Board.

ARTICLE VIII

Order of Business

For all Member and Board Meetings the order of business shall be:

1. Roll-call of all of those present and/or recording thereof by the Secretary or other Officer or Member;
2. Approval of the minutes/actions of the last regular or special meeting;
3. Reports of committee chairs;
4. Reports of standing and special committees;
5. Unfinished business;
6. New business;
7. Admission of new Members, if appropriate;
8. Miscellaneous matters and items for the best interest of Germania;
9. Setting of next meeting, if appropriate;
10. Adjournment.

Robert's Rules of Order, Revised, shall be the final authority as to the parliamentary procedure of meetings, insofar as they do not conflict with any provisions of these Bylaws.

ARTICLE IX

Misconduct of Members

Section I, Charges:

Written charges of violation of published Rules of Germania may be filed with the Board by any Member in good standing. The Officers or any committee of the Board composed for the purpose shall conduct an investigation and present a written report to the full Board at the next Board Meeting.

Section II, Procedure:

Any Member charged with a violation shall have the right to receive a copy of the charges against him/her and the right to appear before the Board and offer explanation and/or rebuttal of the charges. Thereafter, the Board shall consider and vote on the charges, and when a quorum exists, upon a 2/3 affirmative vote of Board Members present, the Board may impose sanctions up to and including expulsion of member charged. If a Member is expelled, he or she shall receive a refund of any dues paid for the year on a *pro rata* basis; otherwise, there shall be no refunds.

Section III, Reinstatement:

Any Member suspended or terminated for a violation of rules may apply for reinstatement by written application to the Board after the expiration of the term of any suspension or termination of membership.

ARTICLE X

Dissolution of Germania

Section I, Conditions:

Germania may not be dissolved as long as it meets operational and current expenses without liquidating assets in any one (1) of three (3) consecutive years.

Section II, Petition:

Should Germania be eligible to be dissolved, any Board Member may move the Board for approval of a resolution of dissolution which must be approved by 3/4 affirmative vote of those present and eligible to vote. The Board shall then apply to the membership for

ratification, and after receiving ratification, appoint legal counsel to assist in dissolution of Germania pursuant to Ohio Revised Code Chapter 1702.

Section III, Procedure:

Any resolution of dissolution shall set forth (1) that Germania elects to be dissolved; (2) any additional provision considered necessary with respect to the proposed dissolution and winding-up of Germania. The Officer or Manager elected to dissolve Germania or his or her agent shall act in accordance with the governing principles of Germania until the affairs of Germania are completely wound-up. Subject to orders of courts of this State having jurisdiction over Germania, the Officers, Managers or their agent shall proceed as speedily as is practicable to a complete winding-up of the affairs of Germania, and, to the extent necessary or expedient to that end, shall exercise all the authority of Germania and perform all acts necessary or expedient to the winding-up the affairs of Germania, and in the name of and on behalf of Germania, do the following:

- (1) Do every act necessary to wind-up and liquidate the business and affairs of Germania;
- (2) Marshall the assets and liabilities of Germania and gradually settle and close its business;
- (3) Discharge or make reasonable provision for the liabilities of Germania;
- (4) Attempt to prevent commencement of a proceeding by or against Germania in its name;
- (5) Abate, suspend, or settle a proceeding pending by or against Germania on the date of dissolution;
- (6) Dispose of and convey the property of Germania that will not be distributed in kind;
- (7) Terminate the authority of the statutory agent of Germania;
- (8) Terminate any contractual rights or obligations of Germania, not otherwise terminated;
- (9) In winding up its affairs and liquidating assets, Germania shall make reasonable provision to pay all claims and obligations, and distribute Germania's remaining assets in the following order:

(a) To the extent permitted by law, to Board Members or Managers who are creditors and other creditors in satisfaction of liabilities of Germania;

(b) To pay for the costs of dissolution and winding-up, including without limitation, attorney's fees;

(c) Assets held upon a condition requiring return, transfer, or conveyance, which condition will have occurred by reason of the dissolution or otherwise, shall be returned, transferred, or conveyed in accordance with those requirements;

(d) Assets held by it in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust.

(e) The remaining assets not held in trust and not subject to claims shall be applied so far as is feasible towards carrying out the purposes stated in its governing principles of Germania.

(f) In the event and to the extent that in the judgment of the those conducting the winding-up, it is not feasible to apply the assets as provided by this section, the assets shall be applied as may be directed by the court of common pleas of the county in this state in which the principal office of the association is located, in an action brought for that purpose by any one of them or by Germania, to which action the attorney general may be a party, or in an action brought by the attorney general in a court of competent jurisdiction, or in any action brought as provided in section 1705 of the Revised Code for the purpose of winding up the affairs of Germania under the supervision of the court.

Without limiting the authority of the Board, Officers, Managers or their agents, any action within the purview of this Section that is authorized or approved by the Board at a meeting held for that purpose shall be conclusive for all purposes upon the Board, Officers, Managers and their agents, and Germania, except that nothing in this section shall dispense with the member ratification requirement for any resolution to dissolve or impair the jurisdiction of courts of competent jurisdiction.

All deeds and other instruments of Germania shall be in the name of Germania and shall be executed, acknowledged, and delivered by an Officer, Manager or agent of Germania.

At any time during the winding up, Officers, Managers or agents may make application to the court of common pleas of the county in this state in which the principal office of Germania is located to have the winding up continued under supervision of the court.

ARTICLE XI

Changes to the Bylaws

Section I, Proposals for Changes:

Any proposal for changes in these Bylaws shall be submitted to the Board in writing with a full text of the proposed changes and signed by at least three (3) Board Members.

Section II, Voting on Proposed Changes to Bylaws:

Proposed changes to these Bylaws require a 2/3 affirmative vote of both the Board and the Membership, in duly noticed meetings where quorums are present, at a Board Meeting and an Annual Membership Meeting, respectively.

ARTICLE XII

Conflicts

Section I, Purpose:

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interests when contemplating entering into a transaction or arrangement that might benefit a Board Member or might result in a possible "excess benefit transaction." This policy is intended to supplement and not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations. However, other than the existence of conflicts of interest as determined by the procedures set forth herein below, nothing herein contained shall be construed to limit in any manner the Board Members, Officers, Members, or their respective agents, servants, and employees, in forming, being engaged in, and/or carrying on their own other respective separate businesses or activities.

Section II, Definitions:

Any Board Member, or Member of a committee with Board delegated powers (e.g., an executive committee), who has a direct or indirect financial interest, as defined below, is an

“interested person.” A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Germania has a transaction or arrangement;
- b. A compensation arrangement with Germania or with any entity or individual with which Germania has a transaction or arrangement, or;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Germania is negotiating a transaction or arrangement.

For purposes hereof, “compensation” includes direct or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Generally, a person who has a financial interest may have a conflict of interest only if the Board or governing committee decide that a conflict of interest exists.

Section III, Procedures:

Subsection I, Duty To Disclose.

In connection with any actual or possible conflict, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and committees with Board delegated powers considering the proposed transaction.

Subsection II, Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all materials facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members or committee shall decide if a conflict of interest exists.

Subsection III, Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the Board or governing committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the potential conflict of interest.

b. The chairperson of the Board or governing committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing Board or committee shall determine whether Germania can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority affirmative vote of the disinterested Board Members or committee members whether the transaction or arrangement is in Germania's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section IV, Violations of the Conflict of Interest Policy:

a. If the Board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section V, Records of Procedures:

The minutes/actions of the Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the nature of any alternatives, and a record of any votes taken in connection with the proceedings.

Section VI, Compensation Issues:

a. A Board Member who receives compensation, directly or indirectly, from Germania for services is precluded from voting on matters pertaining to that Member's compensation.

b. A voting Member of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from Germania for services is precluded from voting on matters pertaining to that Member's compensation.

c. No voting Board Member or any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from Germania, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section VII, Warranties:

Each Board Member and Member of a committee with governing Board delegated powers shall, upon taking office, and annually thereafter if requested, sign a statement and affirm that he/she has received a copy of these Bylaws, including without limitation, the Conflict Of Interest policy, and has read them; agrees to comply therewith, and understands Germania is charitable and in order to maintain its tax exempt status must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VIII, Periodic Reviews:

To ensure Germania operates in a manner consistent with charitable purposes, periodic reviews may be conducted, including without limitation, whether compensation arrangements and benefits are reasonable and arm's length; whether any of Germania's transactions could result in impermissible private benefits. Germania may use outside experts in connection with such reviews, but need not. If outside experts are used, their use shall relieve the Board of responsibility.

ARTICLE XIII
Whistleblower

Germania encourages Board Members, Members, staff, and volunteers to report suspected or actual occurrences of illegal, unethical, or inappropriate practices or behaviors without fear of retribution. One who suspects such practices or behaviors should report them to an Officer of Germania. The identity of any whistleblower will be kept confidential to the extent possible, unless the issue requires investigation by law enforcement. Reporting may be done anonymously where the whistleblower is concerned about adverse consequences of reporting. However, a whistleblower who makes a report falsely or in bad faith may be subject to discipline or expulsion. Crimes against persons or property should also be reported to law enforcement. The report will be investigated by the Board or a committee of the Board appointed for the purpose, and the whistleblower will receive notification of the result when the investigation is completed.

ARTICLE XIV

Indemnification

Except as otherwise provided herein, every person who is or has been a Board Member, Officer, Manager, or Assistant Manager of Germania and his or her heirs and legal representatives is hereby indemnified by Germania against expenses and liabilities actually and necessarily incurred by him/her in connection with the defense of either:

- a. any action, suit or proceeding to which he/she may be a party defendant; or
- b. any claim of liability asserted against him/her, by reason of his or her being or having been a Board Member, Officer, Manager or Assistant Manager of Germania.

Without limitation, the term “expenses” includes any amount paid or agreed to be paid to Germania itself. Germania does not, however, indemnify any Board Member, Manager or Assistant Manager in respect to any matter as to which he/she shall be finally adjudged liable for negligence or misconduct in the performance of his or her duties as such, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of Germania by:

- a. the court having jurisdiction over the action, suit or proceeding against such person or of a suit involving his or her right to indemnification, or

b. a majority of the Board Members then in office other than those involved in such matter (whether or not such majority constitutes a quorum) or if there are not at least two Board Members then in office other than those involved in such matter, by a majority of an Advisory Committee (selected by the Board Members) who are not involved, provided that such indemnity in cases of a settlement shall not be allowed by such Board Members or Advisory Committee unless it is found by independent legal counsel (meaning a lawyer who is not a Board Member, Manager, Member, shareholder, or employee of Germania, and is not a partner or professional associate of a Board Member, Manager, Member, shareholder, or employee of Germania) that such settlement is reasonable in amount and in the interest of Germania.

The foregoing right of indemnification shall be in addition to all rights to which any Board Member, Manager, assistant manager, or Member may be entitled as a matter of law. The indemnifying entity shall have the right to appoint or approve legal counsel, and no settlement shall be entered into without the written approval of the indemnifying entity.

Schedule 1
Initial Board Members

The exact number of Board Members shall be initially fixed at ten (10), with one Director at Large to be elected at the Membership Meeting in December of 2020. The Initial Board Members and their initial terms shall be:

| Name and Title | Initial Term | Next Election Year |
|--|---------------------|---------------------------|
| Mark Pinnick, President | 1 year | 2021 |
| Eric Chivington, Vice-president | 2 years | 2022 |
| Deb Korting, Treasurer | 2 years | 2022 |
| Carolyn Martin, Secretary | 1 year | 2021 |
| Bob Traphagen | 1 year | 2021 |
| Dhuey Cronk, Special Director for Activity Groups | 2 years | 2022 |
| Lara Furukawa, Special Director for Musical Groups | 2 years | 2022 |
| Ryan Cupp, Director at Large | 3 years | 2023 |
| William Taylor, Director at Large | 3 years | 2023 |
| Director at Large (to be elected in December) | 3 years | 2023 |

--End--