

CONSTITUTION AND BYLAWS OF THE GERMAN CULTURAL SOCIETY, INC.*

ARTICLE I

NAME, SEAL, PURPOSE, DISSOLUTION, AFFILIATION

Section 1. Name

The name of this Corporation shall be as follows: German Cultural Society, Inc. (GCS).

Section 2. Seal

The seal of this Corporation was recorded in the office of the Clerk of the County of Bergen on the 7th day of September, 1971, at 2:26 o'clock P.M., and recorded in Book 322 of Incorporation of said county, page 153; furthermore, the GCS was reincorporated with the Secretary of State of New Jersey who issued the Certificate of Incorporation on the 22nd of January, 1979. Notwithstanding any of the foregoing, failure to affix the corporate seal shall not invalidate the acts of the Corporation validly adopted.

Section 3. Purpose

In furtherance of the purpose of this Corporation, as stated in its Certificate of Incorporation, the Corporation shall engage in, assist, and contribute to the education of students interested in the German language and culture as found in German speaking lands, without regard to any factor, status or condition which may not be considered under the laws of the United States or of New Jersey.

Section 4. Dissolution

Upon the dissolution of the Corporation, the Executive Board shall, after payment of all liabilities, dispose of all assets of the Corporation exclusively to such an organization or organizations created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, having the same or similar purposes as the Corporation, if possible.

Section 5. Affiliation

This Corporation (GCS) is presently an affiliate of the German Language School Conference (GLSC). The GCS may affiliate with any other organization with similar common goals or any other organization that furthers the goals of GCS.

ARTICLE II
MEMBERSHIP

Section 1. General Membership

The General Membership shall include the following:

- A. parents or legal guardians of attending students under the age of eighteen (18) in the GCS's school known as the German Language School, Westwood (GLSW) and
- B. attending students age eighteen (18) or older in the GLSW.
- C. Not included in the general membership are students enrolled in a class offered by an organization or corporation where the teaching staff is provided by the GCS under contract to such an organization or corporation.
- D. General Membership shall also include those persons selected as "Supporting Members" and those selected as "Honorary Members" as defined in Sections 2 and 3 below.

Section 2. Supporting Membership

A. Eligibility

Any person interested in and contributing to furthering the aims of the GCS and its school, the German Language School, Westwood (GLSW) is eligible.

B. Method of Selection

Any three (3) current Executive Board (Board) Members may nominate a candidate for Supporting Membership by petition, stating their reasons, at any Board Meeting. Approval is by majority vote of the Board.

C. Duration

A Supporting Membership shall lapse at the end of the Fiscal Year in which it was established.

Section 3. Honorary Membership

- A. Honorary Membership is bestowed on specific persons for past service and/or support.

B. Method of Selection

Any three (3) General Members, two of whom must be on the current Executive Board, may nominate a candidate for Honorary Membership by petition, stating their reasons at any Executive Board (Board) Meeting prior to a General Membership Meeting. The Board may, by majority vote, place the nomination before the General Membership at the next General Membership Meeting, where the candidate may be approved for Honorary Membership by majority vote.

C. Duration

Honorary Membership is for the lifetime of the individual.

Section 4. Rights of Membership for All Aforementioned Classes of Membership

- A. Every member shall have equal rights and privileges within the GCS to nominate candidates for the Board, to vote in elections or on referenda of the GCS, to attend Membership Meetings, to participate in the deliberations, and to vote upon those areas of business as further described by this Constitution and Bylaws of the GCS.
- B. Every member shall have the right to meet and assemble fully with other members; to express any views, arguments or opinions; to express views upon candidates in an election of the GCS or upon any business properly brought before the meeting.
- C. No member shall be fined, suspended, expelled or otherwise disciplined, except for nonpayment of tuition and registration fees for a student in full and on time, without being served with specific written charges and given a reasonable time in which to prepare a defense which may be asserted at a Special Membership Meeting.
- D. Any member of the GCS who is not a member of the Board may attend Board Meetings and may receive permission to speak at the discretion of the Presiding Officer.

ARTICLE III

EXECUTIVE BOARD (BOARD)

Section 1. Definition

All Trustees are duly elected by and from among the General Membership each year. Officers are those Trustees with specific duties and responsibilities and are specifically elected by the Board to fulfill those duties and responsibilities.

Section 2. Purpose

The policy making body of the German Cultural Society and any of its entities such as the German Language School, Westwood (GLSW) shall be the Executive Board, simply referred to as the "Board" subject to the overall supervision of the General Membership. The Board shall serve for a term of one year, from July 1st to June 30th.

Section 3. Trustees and Officers Comprising the Executive Board

The Board shall consist of no fewer than seven (7) and no more than fourteen (14) Trustees as the General Membership, by majority vote, shall from time to time determine. No reduction in the authorized number of Trustees shall shorten the term of any Trustee then in office. Following the General Membership Meeting at which the Trustees are elected and prior to June 30th, the Trustees shall hold an Organizational Meeting at which they shall elect from among their number the following Officers:

- A. President
- B. First Vice-President
- C. Second Vice-President
- D. Recording Secretary
- E. Corresponding Secretary
- F. Treasurer
- G. Assistant Treasurer
- H. Registrar

Any Officer may hold up to two positions at the same time, except that the President and the Treasurer may not be the same person.

Section 4. President

The President shall

- 1) between meetings of the Board, manage the affairs of the Corporation, subject to the supervision of the Board,
- 2) set the agenda for and preside over all Board Meetings and preside over all General and Special Membership Meetings,
- 3) appoint the chairperson and members of committees, subject to the supervision of the Board,
- 4) be an ex-officio member of all committees,
- 5) be empowered to sign checks drawn upon the treasury for amounts of money shown on receipts and invoices for approved budgetary items; for non-budgetary items, all checks in excess of five hundred dollars (\$500.00), or such limit as the

Board may set, shall also require the signature of either the Treasurer or the First Vice-President,

- 6) represent the GCS before the public either personally or through a designated representative,
- 7) promote the purposes of the GCS,
- 8) suggest policies and plans for all committees,
- 9) act as representative or designate a representative to act for the GCS at meetings of the German Language School Conference and/or any other organizations with which the GCS has professional interests,
- 10) appoint one or more GCS members, not Officers, to audit the financial records of the GCS as needed, and
- 11) perform all other functions usually attributed to the Office, including overseeing that the duties and assignments of all Officers and committees are being carried out as specified by this and previous Boards and the Constitution and Bylaws.

Section 5. First Vice-President

The First Vice-President shall

- 1) assume all the duties of the President in his/her absence and work closely with any committee(s) or on any project(s) the President may suggest,
- 2) become President whenever the presidency becomes vacant, for the remainder of the term, and
- 3) be empowered to sign checks drawn upon the treasury for amounts of money shown on receipts and invoices for approved budgetary items; for non-budgetary items, all checks in excess of five hundred dollars (\$500.00), or such limit as the Board may set, shall also require the signature of either the Treasurer or the President.

Section 6. Second Vice-President

The Second Vice-President shall

- 1) assume all duties of the First Vice-President in his/her absence,
- 2) become First Vice-President whenever said position becomes vacant, for the remainder of the term, and

- 3) assist the President upon request with committee and project work.

Section 7, Recording Secretary

The Recording Secretary shall

- 1) keep accurate minutes of all Board, General Membership, and Special Membership Meetings,
- 2) make minutes available to Board members no later than the following meeting whether of a Board, General Membership or Special Membership Meeting,
- 3) notify the members as to the time and place for General and Special Membership Meetings at least fourteen (14) days prior to the meeting via the bulletin board,
- 4) distribute copies of all proposed amendments to the Constitution and Bylaws, and
- 5) maintain the official files.

Section 8, Corresponding Secretary

The Corresponding Secretary shall

- 1) be responsible for handling all correspondence for the GCS,
- 2) carry on the correspondence of the GCS as directed by the President and the Board,
- 3) submit items of current interest to the English and German language media,
- 4) coordinate public relations of the GCS,
- 5) issue advertising contracts as authorized by the Board, and
- 6) see to the distribution of advertising material.

Section 9, Treasurer

The Treasurer shall

- 1) be responsible for the collection of all monies,
- 2) deposit all monies in a financial institution in the name of the Corporation, GCS Inc, or its entities such as the German Language School, Westwood (GLSW),

- 3) hold the funds of the GCS and/or the GLSW and disburse them accordingly upon submission of receipts and invoices or Board approved expenditures,
- 4) be empowered to sign checks drawn upon the treasury for amounts of money shown on receipts and invoices for approved budgetary items; for non-budgetary items, all checks in excess of five hundred dollars (\$500.00), or such limit as the Board may set, shall also require the signature of either the President or the First Vice-President,
- 5) report at each meeting of the Board and General Membership,
- 6) prepare an annual financial statement which shall be distributed to all Trustees and be available upon request to all other members,
- 7) file the appropriate Federal and State Tax forms and any other forms required by statute,
- 8) maintain an up-to-date roster of tuition and registration monies received and outstanding, and
- 9) draft an annual budget for the approval of the Board.

Section 10. Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer upon the Treasurer's or President's request in fulfilling the fiscal duties and responsibilities of the GCS.

Section 11. Registrar

The position of Registrar was created effective April 24, 2010.

The Registrar shall:

- 1) be responsible for maintaining a roster with all enrollment data on the student body, including but not limited to contact information and tuition/fee payment information.
- 2) be responsible for collecting all monies, including credit card processing,
- 3) be responsible for depositing all monies in a financial institution in the name of the Corporation, GCS, or its entities such as the German Language School, Westwood (GLSW),
- 4) report at each meeting of the Board and the annual General Membership meeting,
- 5) work with the Treasurer in reconciling tuition and fee monies received and deposits in financial institutions.

In the event that the Registrar is unavailable or unable to fulfill the following responsibilities, the Assistant Treasurer will assume those duties until the Registrar is again available or a new Registrar has been elected by the Board.

Section 12. Terms of Office

- A. Each Officer shall serve for a term of one (1) year, from July 1st to June 30th, and at the pleasure of the Board.
- B. No officer may hold the same office for more than four (4) consecutive years at a time.
- C. The Treasurer may serve for more than 3 years if no other suitable choice found by the Board.

Section 13. Filling of Vacancies on the Board

The Board shall have the authority to make appointments to fill vacancies on the Board unless otherwise specified in the Constitution and Bylaws, until the end of the current term of office, while it pleases the Board.

Section 14. Eligibility for Office

- A. No employee of the GCS, except in exceptional cases at the discretion of the Board, shall serve on the Board during their term of employment with the GCS. This exception must be renewed each school year by majority vote of the Board.

- B. Continued membership on the Board is contingent on maintaining the requirements of General Membership.

Section 15. Recall of Executive Board Members

- A. Recommendations for recall can be made to the Board by submission of a petition containing the signatures of at least five (5) members of the Board or twenty-five (25) GCS members.
- B. The Board shall notify in writing any Trustee who has been recommended for recall within fifteen (15) days after receiving the petition.
- C. Any Trustee may appeal in writing to the Board, within thirty (30) days after receiving notice from the Board.
- D. The Board shall commence hearings to review the recommendation of recall of a Trustee at such time as the appeal is received or its deadline for submission has passed. The Board shall thereafter make a determination within thirty (30) days and immediately notify the Trustee.
- E. The report of these hearings shall be made available to the membership within fifteen (15) days after the Board's determination.
- F. A Special Membership Meeting shall be called within fifteen (15) days after the issuance of the report.
- G. Such recall shall be determined by the vote of a majority of the membership in attendance at said meeting.

ARTICLE IV

POWERS AND DUTIES OF THE EXECUTIVE BOARD (BOARD)

The Executive Board shall

- 1) be responsible for the management of all personnel and assets whether tangible or intangible of the GCS and any of its entities, including the hiring of staff,
- 2) approve and authorize all expenditures within the limits of the budget,
- 3) authorize the spending of money for non-budgeted items in excess of one hundred dollars (\$100.00) or such limit as the Board may set,
- 4) make policies and execute them subject to the supervision of the General Membership,

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- 5) make a report of its activities at the General Membership Meeting,
 - 6) supervise the President's establishment of such committees as may be necessary,
 - 7) set the agenda for all General Membership Meetings and Special Membership Meetings, and
 - 8) propose and approve changes in the tuition and registration fees for the GCS.

ARTICLE V

MEETINGS

Section 1, the Order of Business

The order of business at any Executive Board (Board) or General Membership Meeting shall be as follows:

- 1) Call to Order and Quorum Call
- 2) Approval of Minutes
- 3) Correspondence
- 4) Report of the Treasurer
- 5) Report of the President
- 6) Report of the Principal
- 7) Report(s) of Committee(s)
- 8) Unfinished Business
- 9) New Business
- 10) Announcements
- 11) Adjournment

Section 2, Executive Board Meetings

At its Organizational Meeting the Board shall adopt a meeting schedule, usually monthly, and the Board shall meet according to that schedule. The Board shall also meet at the call of the President or at the request of a majority of the Board Members.

Board Members or Principal are allowed to call into board meetings via tele- or video-conference when needed.

Section 3, General Membership Meetings

There shall be at least one (1) General Membership Meeting per school year. This meeting shall be held during the Spring Term of the school year on a day designated by the Board. The following business shall be transacted at this meeting:

- A. election of Trustees,

- B. other business on the published agenda, and
- C. any other business proposed from the floor shall be taken under advisement and concluded at a General Membership Meeting on or before the end of the following GLSW semester.

Section 4. Special Membership Meetings

A Special Membership Meetings may be called as deemed necessary by

- 1) the President,
 - 2) a majority of the Board, or
 - 3) fifteen (15) members of the General Membership jointly, in writing.
- B. In each instance notice shall be given to the Board and to the General Membership and shall state the purpose of such a special meeting, and no other business shall be conducted at such a meeting.

Section 5. Quorum

- A. A quorum at a General Membership Meeting or a Special Membership Meeting shall be constituted by the presence of ten (10) General Members. If the agenda includes proposed Amendment(s) to the Constitution and Bylaws, then a quorum shall be constituted by the presence of at least a majority of the Board and at least an equal number plus one of non-Board Members. Furthermore, the total number of this group, so constituted, shall be at least fifteen (15) persons.
- B. A quorum at a Board Meeting shall be constituted by the presence of a simple majority of the number of Trustees then authorized by the General Membership.

Section 6. Notification

Invitations for General and Special Membership Meetings will be posted on the School bulletin board and given in the form of a handout during all classes at least fourteen (14) days in advance of the meeting. In case of necessity, as determined by an Officer of the Board, the time for contacting members for a Special Membership Meeting may be shortened. In such a case notice shall be delivered or attempted to be delivered at least three (3) days in advance of the Special Membership Meeting.

Section 7. Rules of Order

At General and Special Membership Meetings the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the GCS in all cases to which they are

applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the GCS may adopt.

Section 8. Committee Meetings

It shall be the obligation of each committee chairperson to notify or attempt to notify all committee members in a timely manner of the time and place of a committee meeting.

Section 9. Personnel and Personal Student Matters

Any personnel or other private issue referred to the Board, usually by the President, the Principal, a teacher or a parent, shall be deliberated upon and decided in executive session.

ARTICLE VI

ELECTIONS

Section 1. Nominations

- A. The President, subject to the supervision of the Board, shall appoint a Nominating Committee at the Board's January meeting which will name candidates for the Board from amongst the General Membership.
- B. The Nominating Committee shall make its recommendations to the Board at its February Meeting. Members of the Board may nominate other candidates from amongst the General Membership.
- C. The Nominating Committee shall present all nominations to the General Membership at the General Membership Meeting conducted during the Spring Semester. Any member of the GCS may nominate other candidates from the floor from amongst the General Membership.

Section 2. Voting

- A. At meetings of the Executive Board, each Trustee, whether an Officer or not, shall have one (1) vote.
- B. At General and Special Membership Meetings, each Trustee and General Member of the GCS shall carry one (1) vote.
- C. The Trustees shall be elected at the Spring Term General Membership Meeting and newly elected Trustees shall take office as of July 1st following the election, replacing the previously elected Trustees.

ARTICLE VII

AMENDMENTS

Amendments to this Constitution and Bylaws shall be made by a two-thirds (2/3) majority of the members of the GCS voting in a General or Special Membership Meeting called for this purpose, provided that:

1. the proposed amendment(s) has/have been submitted in writing to the Board at least thirty (30) days prior to a regular monthly Board meeting,
2. each member of the Board has been provided a copy of the proposed amendment(s),
3. the Board, by a majority vote, proposes to recommend said proposed amendment(s) to the General Membership, and
4. the Board has given written notice of the General or Special Membership Meeting for the purpose of the adoption of the amendment(s) at least fourteen (14) days in advance of said meeting and has made available a copy of the amendment(s) so proposed to the members of the GCS at least fourteen (14) days in advance of the meeting via handouts in all classes and sufficient copies appended to the school bulletin board.

ARTICLE VIII

FISCAL YEAR, SCHOOL YEAR

Section 1. Fiscal Year

The fiscal year of the GCS shall begin September 1st and end August 31st.

Section 2. School Year

For the purposes of this document, the school year is divided into two (2) semesters or terms, Fall Semester/Term and Spring Semester/Term: The Fall Semester shall be considered to start with the first class in September and end with the last class in December of the same year. The Spring Semester shall be considered to start with first class in January of the next year and end with the last class of the school year, usually in May or June, of that year.

* as amended and approved on _____ *(month, day, year)*