



Article I

Name and seat

1. The name of this registered association is the German-American Women's Club Stuttgart e.V., hereinafter referred to as the Club.
2. The Club has its legal seat in Stuttgart.

Article II

Objectives

1. The Club is an association of German, American and people of other nationalities who work together to achieve mutual understanding and respect for the cultures of other people and countries.

The objective of the Club is to support charitable and non-profit purposes within the meaning of Section 52ff AO (German Tax Code), youth work, the creation and promotion of international understanding and cultural tolerance.

The purpose stipulated in the Constitution is realized specifically by procuring funds in the form of membership dues and donations. These funds are passed on to other corporations to be used directly for the tax-privileged purposes specified herein. In this connection, the Club is a registered non-profit association ("Förderverein") within the meaning of Section 58 No. 1 AO (German Tax Code).

Procuring funds for a corporation with unlimited tax liability under private law presupposes that this corporation also is tax-privileged pursuant to Section 58 No. 1 AO (German Tax Code).

2. The Club pursues the following objectives:

- 2.1 create an atmosphere of understanding and friendship among people of different nationalities;
- 2.2 promote social interaction between the members of the Club in addition to the regular monthly meetings;
- 2.3 give as much financial assistance to people in need, irrespective of creed, race, or nationality, as is possible within the capabilities of the Club;
- 2.4 support international student exchange, international youth work and international cultural exchange activities.



Article III

Purpose

1. As a registered non-profit association ("Förderverein"), the Club exclusively pursues the objectives stated above in Article II within the meaning of the provision "tax-privileged purposes" in the German Tax Code.
2. The Club operates under the principle of altruism, and it does not primarily pursue its own economic gain.
3. The funds of the Club shall be solely used for the purposes set forth in its constitution. Members shall not receive payments from the funds of the Club.
4. No person shall receive any benefit which is not consistent with the purpose of the Club or receive any excessive remuneration.
5. In the event of the dissolution of the Club or cessation of its objectives, all assets of the Club, after payment of all debts, shall be transferred in equal amounts to the "Christliches Jugenddorfwerk Deutschlands gemeinnütziger e. V. (CJD) and to Anna Haag Mehrgenerationenhaus e.V. namely for international youth and multigenerational work as specified in Article II, no. 2.4 herein.

Article IV

Membership

The Club membership shall consist of active, associate, and honorary members.

1. Active members

- 1.1 Those persons who are interested in the objectives and purposes of the Club and willing to contribute actively to such and who have attended at least one (1) meeting as a guest of a member may apply for membership.
- 1.2 Application for membership shall be presented to the board of directors in writing and signed by two members. An applicant may be approved for membership by a majority of the board of directors present at a regular board meeting. The confirmation together with a roster of the members and a copy of the Constitution shall be sent to the new member in writing by the appropriate Membership Chairperson.
- 1.3 Obligations of active members shall be to contribute to the objectives and activities of the Club, and to pay annual dues.
- 1.4. The active membership shall consist of approximately even numbers of German, American, and International members according to the objectives stated in Article II herein.



2. Associate members

- 2.1. An associate member is defined as having previously been an active member for at least five (5) years and/or has moved out of the greater Stuttgart region. They must request a change from active to associate membership in writing. The request shall be subject to the approval of the board of directors.
- 2.2. Associate members are not obligated to attend meetings, but their participation in Club activities is highly desired. Associate members do pay annual dues; however, they may not make motions, nor vote or hold office.

3. Honorary members

- 3.1 The board of directors of the Club may grant Honorary Membership to those who have contributed with merit to the fulfillment of the objectives of the Club.
- 3.2 Honorary members are not obligated to attend meetings or pay dues. They may not make motions, nor vote or hold office.

4. Termination of membership

Membership in the Club shall be terminated:

- 4.1. by death;
- 4.2. by written resignation to the board of directors;
- 4.3. by action of the board of directors with a two-thirds (2/3) vote:
 - when a member, despite admonition, does not fulfill their obligations such as payment of the dues and regular attendance of Club activities, and/or
 - when a member has seriously jeopardized the interests of the Club by their actions.
- 4.4. If a member has been expelled from the Club by a board decision, he/she can make an appeal within a month to an appeal committee and ask for a revision of the decision. The appeal committee shall consist of three (3) members of the general membership chosen by the advisors to the Board. They cannot be members of the elected board. The decision of the appeal committee shall be final.



**Article V
Governing bodies**

The governing bodies of the Club shall be:

1. The members assembled at the annual general membership meeting.
2. The board of directors.

**Article VI
Annual general membership meeting**

1. On written notice of the board of directors, an annual general membership meeting shall be called at least once a year. Members can be notified by regular mail or email. The place and date shall be announced to the members at least four (4) weeks in advance and shall include the agenda. The annual General Membership Meeting may be held virtually at the discretion of the Board under extenuating circumstances.
2. Irrespective of numbers, a quorum shall consist of those active members present, as long as the meeting was properly announced.
3. The annual general membership meeting shall act by a majority vote, except for amendment of the constitution.
4. The decisions of the annual general membership meeting are to be recorded, signed by the presiding Presidents and recording member. The record shall be kept.
5. Responsibilities of the general membership meeting shall be:
 - 5.1. To decide on important Club business.
 - 5.2. To receive and accept reports from the board of directors and to give formal approval of the acts of the previous board of directors.
 - 5.3. To elect officers.
 - 5.4. To elect the auditors.
 - 5.5. To fix dues.
 - 5.6. To decide on amendments to the constitution.
 - 5.7. To dissolve the Club.



6. A special general membership meeting shall be called by the board of directors whenever it deems necessary or on the written request stating the reason for the meeting and signed by one-fourth (1/4) of the active members. Members can be notified by regular mail or email.

Article VII Board of Directors

1. The board of directors shall consist of the elected officers, the chairpersons, the parliamentarian and the advisors.

- 1.1. The elected officers shall be:

- one German or International and one American President;
- one German or International and one American Vice-President;
- one Secretary;
- one Treasurer

Two persons, from the presidents and VPs, represent the club together.

- 1.2. The presidents shall appoint with the approval of the elected officers the chairpersons:

- Chairperson(s) for Publicity, Newsletter and/or Modern Media
- one German and/or International and one American Membership Chairperson;
- one Student Exchange Chairperson;
- one Special Interest Groups Chairperson;
- one Fundraising Chairperson;
- one German or one international and one American Welfare Chairperson.
- a Parliamentarian;
- Advisor(s).

- 1.3. The German and international members of the board of directors should be fluent in written and spoken English and German.

2. The term of office for all members of the board and the advisors shall be one year, beginning at close of the election meeting. Members of the board may be re-elected or reappointed to the same office.
3. If the place of another member of the board of directors becomes vacant, the presidents, with the approval of the elected board members, shall appoint a successor to serve until the next annual general membership meeting.
4. Responsibilities of the board of directors:
 - 4.1. The control and management of the Club is vested in the board of directors.
 - 4.2. The board of directors shall normally meet once a month.



- 4.3. A quorum shall be constituted when at least three (3) of the elected officers and three (3) of the appointed board members entitled to vote are present. Members can be present in person or linked by telecommunications or by means such that all membership participating in the meeting are able to hear one another and participate in the proceedings.

The decisions of the board shall be made by majority vote unless otherwise stated. The presiding officer shall vote only in the case of a tie. Email voting shall be permitted according to Robert's Rules of Order.

- 4.4. Minutes of each meeting are to be recorded and distributed to each member of the board.

- 4.5. The order of business shall be as follows:

- 4.5.1. Call to order

- 4.5.2. Reading of the minutes

- 4.5.3. Reports of officers and chairpersons

- 4.5.4. Unfinished business

- 4.5.5. New business

- 4.5.6. Announcements

- 4.5.7. Adjournment

Article VIII

Duties of the Board of Directors

1. Duties of the elected officers:

- 1.1. The presidents shall preside at meetings of the board of directors, at the annual general membership meeting and at monthly general meetings. They appoint the chairpersons; they appoint special committees, with the exception of the nominating committees; they appoint the parliamentarian, advisors, and convention delegates; they serve as ex-officio members of all committees with the exception of the nominating committee; and they present an annual report to the members at the annual general membership meeting.
- 1.2. The vice-presidents shall be responsible for the programs and arrangements for all meetings. In the absence of the corresponding president, they shall assume all necessary duties of the president.
- 1.3. The secretary shall take accurate and complete minutes of all business conducted at board meetings.
- 1.4. The treasurers shall have charge and custody of and be responsible for all funds of the Club, shall keep itemized accounts of the funds of the club and report such at each regular board meeting, present written reports at the annual meeting to the general membership, notify the board of directors about members who are delinquent in payment of dues, prepare in consultation with the



presidents an annual budget for approval by the board of directors, and submit the books for audit to the audit committee which shall consist of two (2) persons chosen from the general membership (who are not board members) and elected at the annual general membership meeting.

2. Duties of the chairpersons (appointed members of the board):

- 2.1. The chairperson (s) for publicity, newsletter, and modern media will be responsible for GAWC information management.
 - 2.2. The Membership chairpersons shall be responsible for all procedures concerning the solicitation and acceptance of new members as well as the continuance of membership.
 - 2.3. The Student Exchange chairperson shall be responsible for managing the exchange programs at the Club level.
 - 2.4. The Special Interest Group chairperson shall be responsible for the organization of all special interest groups.
 - 2.5. The Fundraising chairpersons shall be responsible for organizing and carrying out activities to raise funds for welfare purposes
 - 2.6. The Welfare chairpersons shall recommend charity fund allocations to the board.
3. The parliamentarian shall attend board meetings and advise without vote on questions of procedure. He/She shall chair the nominating committee and preside over the election of officers.
4. Advisors shall attend board meetings without vote and offer opinions and guidelines. They shall choose the appeal committee according to Article IV Section 4 Paragraph b.

**Article IX
Election of Officers**

1. Members of the board of directors listed in Article VII, paragraph 1, clause 1.1, as well as the two auditors shall be elected by the active members of the Club at the annual general membership meeting.
2. Election shall be by secret ballot. Absentee voting shall be permitted, but no proxy voting.
3. The parliamentarian, with the approval of the board of directors, shall appoint a nominating committee at least two (2) months prior to the election. The nominating committee shall consist of seven (7) members. The number of German, American and International members of the nominating committee shall be based on the total number of corresponding members. Each group shall be represented by at least one member. The parliamentarian is the chairperson of the nominating committee without a vote.



4. The parliamentarian shall inform the general membership of the slate of nominees for the positions stated under Article VII, paragraph 1, clause 1.1, at least four (4) weeks prior to the election and conduct the election at the annual general membership meeting. Members can be notified in writing. Further nominations may be made in writing to any member of the nominating committee not less than two (2) weeks prior to the election meeting, providing the consent of the nominee has been obtained. If at the time of the general membership meeting (Election Day), there are existing vacancies in elected board positions, then nominations can be made from the floor.

Article X Club year

1. The Club year shall run from June 1st through May 31st unless there are legal or financial requirements to follow the tax year.
2. The Club shall meet regularly once a month during the Club year, unless otherwise notified.

Article XI Dues

Membership dues for active and associate members are to be paid at the beginning of each Club year.

Article XII Parliamentary authority

Robert's Rules of Orders shall be applied to the conduct of business of the Club unless otherwise stated hereunder.

Article XIII Language

In matters of constitutional interpretation, the German language version of this constitution controls.

English shall be the official language at the annual general membership meeting, board meetings and general monthly meetings.



Article XIV

Amendment of the constitution

This constitution can be amended by a two-third (2/3) vote of the voting members at the annual general membership meeting, provided the proposed amendments have been submitted in writing to the membership at least four (4) weeks prior to the voting. Members can be notified through text.

A decision to amend the constitution shall be valid also without a membership meeting if two-thirds (2/3) of the members state their approval of the decision in writing.

This constitution supersedes all previous constitutions. This constitution shall become effective on June 30th, 2020.

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