

Status: 07/10/2010

BY-LAWS
OF THE

AMERICAN GOETHE SOCIETY OF WASHINGTON D.C.

(2010)

ARTICLE 1

Section 1. The name of this corporation is AMERICAN GOETHE SOCIETY OF WASHINGTON D.C. It was created under the laws of the State of Virginia, and is a non-stock, non-profit corporation.

Section 2. The AMERICAN GOETHE SOCIETY OF WASHINGTON D.C., hereafter referred to as the SOCIETY, is a literary society formed to encourage the study and enjoyment of German culture, including literature, language, art, music and philosophy, among its members residing in the greater Washington D.C. metropolitan area, including Washington, D.C., Maryland and Virginia. The SOCIETY will not engage in activities outside the scope of the purpose heretofore defined. It will not solicit funds from the government or general public, but will rely on contributions and dues from its own members.

Section 3. The SOCIETY will comply with all applicable provisions of 501(c)(3) of the code of the United States Internal Revenue Service.

Section 4. The SOCIETY will not discriminate among applicants or members on the basis of race, creed, gender, age, religion, disability, or country of national origin.

Section 5. The SOCIETY will not attempt to influence federal or state legislation, nor advocate for or against any candidate for public office.

Section 6. In the event of dissolution of the SOCIETY, distribution of assets shall be made in accordance with the provisions of IRS code 501(c)(3).

ARTICLE 2

Section 1. The principal office of the SOCIETY is in the home of the SOCIETY's currently elected President.

Section 2. The Board of Directors may establish other offices as necessary to further the purpose of the SOCIETY.

ARTICLE 3

Section 1. All persons who share the goals of the SOCIETY are eligible for membership. The initial membership shall consist of those persons currently on the Certificate of Incorporation, together with such other persons as may be accepted into membership as regular members by the Board of Directors as hereinafter provided, and who are current in their dues to the SOCIETY.

Section 2. Bona fide students may be made honorary, non-dues-paying members for a limited time, or a special, dues-paying category of permanent member.

Section 3. Adults considered by the Board of Directors to be of special value to the SOCIETY may be made honorary, non-dues-paying members for a limited time.

Section 4. Honorary members shall enjoy all the privileges of full membership except for voting for elected officers of the SOCIETY.

ARTICLE 4

Section 1. All officers of the SOCIETY shall be elected to office from a slate of candidates proposed in the fall every other year by the Board of Directors. Ballots for the election may be mailed or e-mailed to members at least three weeks in advance of the election. Ballots shall be counted by the Treasurer and Recording Secretary, and the results announced to the Board and membership as quickly as possible.

Section 2. Officers of the SOCIETY may serve a maximum of two consecutive two-year terms, but may again stand for election after a break in service. Newly-elected officers will assume their office at the annual meeting on the second Monday of January.

Section 3. The Board of Directors of the SOCIETY shall consist of the elected officers of the SOCIETY together with the immediate, full-term past President of the SOCIETY. The Board shall conduct the day-to-day operations of the SOCIETY.

Section 4. The President is the chief operating officer of the SOCIETY, and presides at all meetings of the Board and Officers. All meetings of the Board and all plenary meetings of the SOCIETY shall be conducted in accordance with Robert's Rules of Order, and so noted in the minutes of the Recording Secretary. The President mails all notices of meetings and the results of meetings.

Section 5. The Vice President stands in for the President as chief operating officer when the President is absent, and has the same authority in the absence of the President.

Section 6. The Recording Secretary maintains the minutes of all Board meetings, files SOCIETY correspondence, and ensures the preservation of SOCIETY non-financial records.

Section 7. The Treasurer shall ensure compliance with Section 501(c)(3) of the Internal Revenue Service code and the applicable laws governing non-profit corporations in Virginia. With the approval of the Board, the treasurer: makes all financial reports to the IRS and Virginia and to members of the SOCIETY, receives all funds and makes all disbursements of SOCIETY funds, keeps all financial records for the SOCIETY, and prepares a provisional budget in January based upon the prior year's income and expenses. In March, based upon receipts to date and projected SOCIETY activities, s/he prepares a definitive budget for the

remainder of the calendar year. S/He shall make timely reports of all deviations from the Board-approved budget to the membership, together with Board-proposed actions to make good any deficits.

Section 8. The death, removal or resignation of any member of the Board shall not result in the dissolution of the SOCIETY.

ARTICLE 5

Section 1. The fiscal year of the SOCIETY shall correspond to the calendar year.

Section 2. Any specific or implied contracts entered into by the SOCIETY shall be made only with the prior approval of the Board. This includes contracts for speakers at public meetings, contracts for meeting spaces, contracts for food services for e.g., Oktoberfest, internet service providers, and post office boxes. The President and the Treasurer shall, with permission of the Board, sign all contracts.

Section 3. The Board shall fix the membership dues for the SOCIETY annually, and publish the rates to the members of the SOCIETY. The dues shall be increased only to cover increases in the cost of basic expenditures such as supplies, venue rental charges, if any, or to fund new programs.

Section 4. All notices and newsletters shall be mailed to members' home addresses as maintained on the books of the SOCIETY or, whenever possible, sent by e-mail to the e-mail address of record.

ARTICLE 6

Section 1. An annual general meeting of all members will be conducted on the second Monday in January each year at a place to be designated by the Board. Other meetings as called by Board may be held each year with adequate advance notice to the members.

Section 2. The Board may establish such special committees as may be desirable for the conduct of SOCIETY business. Said committees shall keep a record of all deliberations, and turn said record over to the Recording Secretary.

Section 3. A majority of the Board present at a meeting of the Board comprises a quorum. A majority of the members present at a general meeting comprises a quorum.

ARTICLE 7

Section 1. The by- laws of the SOCIETY may be amended only by a majority of the members present at a regular or special meeting of the corporation. Proposed amendments, and the date and site of the meeting, shall be published to each member well in advance of the meeting. Modified by- laws shall be published to the membership, and to the federal and state governments, as required.