

GERMAN-AMERICAN SOCIETY OF UTAH, INC.

BYLAWS

ARTICLE I - NAME, PURPOSE, MISSION STATEMENT

Section 1: Name

The name of the organization shall be German-American Society of Utah, Inc. herein after referred to as GAS.

Section 2: Purpose

Through its programs, activities, and educational and outreach opportunities, the German-American Society of Utah engages only in non-profit activities and events that conform to the provisions of Section 501(c)(3) of the Internal Revenue Code, of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws. The corporation is deemed eligible to receive tax-deductible contributions in accordance with IRS Code section 170.

The German American Society of Utah preserves the collective German heritage and language in the greater Salt Lake City, Utah area by creating opportunities for early German immigrants now living in America, and other people interested in the German language and culture, to come together to socialize and build relationships to foster cultural understanding and lessen prejudice and discrimination among the German-Americans in the communities where they live and work.

The Society shall create activities and events to increase literacy and historical knowledge of German authors, to teach traditional folk music and dance, to introduce people to German cuisine, and to share German traditions and values. The German people desire to be good stewards and give back to the community and shall do so through charitable events organized at least twice a year.

ARTICLE II – MEMBERSHIP

Section 1: Membership

Any person regardless of race, color or religion, and who is dedicated to the purposes, goals and objectives of the organization, shall be eligible for membership. Memberships are due annually, and can be paid anytime during the calendar year (January 1st through December 31st). Memberships are not transferable and not refundable.

Persons who do not subscribe to the objectives of GAS and/or are detrimental to GAS will have their membership revoked with a simple majority vote of the General Body. Membership will terminate upon resignation of the member, or if the member fails to renew his/her membership within the fiscal year period. The Presidency shall review membership information from time to time and may make

recommendations to the General Board, which could then be implemented with the simple majority vote.

Section 2: Membership Types

All members, regardless of membership type, shall have the right to participate in any voting matter if the membership dues are paid by the day of the vote or event in which the vote is held. The cost of dues shall be reviewed by the Board from time to time and any recommended changes will be presented to the General Body for approval by a simple majority vote.

There are three types of Memberships:

1. *Individual Membership*: costs \$30 and is renewable on an annual basis.
2. *Lifetime Membership*: costs \$150, and can be paid anytime. It cannot be made retroactive, is good for the life of the member, and is non-transferrable. If the membership cost increases in subsequent years, the member does not need to pay the increase in fees.
3. *Honorary Membership* can be awarded to any person who served the German community with honor and distinction. An Honorary Member does not need to pay annual membership dues, and will be an Honorary Member for life.

Section 3: Member Voting Rights

All members in good standing, and who have paid their annual membership fee, shall have the right to vote on the election of directors, on the disposition of assets, on any merger and its principle terms and any amendment of those terms, and on any vote to dissolve the organization. Furthermore, any member with voting rights can avail the proxy voting with the prior approval of the proxy person and the Presidency.

Section 4: Statutory Limitations

The organization has been formed under Utah Nonprofit Corporation Law for the charitable purposes described in Article I, and as such it shall be nonprofit and nonpartisan. GAS will not engage in lobbying activities or attempt to influence legislation, and shall not participate in or intervene in any political campaign. The organization may not carry on any activity for the profit of its officers or be allowed to engage in any activity except as described in Article I

ARTICLE III – ORGANIZATION STRUCTURE

The German-American Society of Utah, Inc. shall be made up of the General Body and the Presidency. No single member of GAS, including the registered agent, shall have any ownerships rights on GAS.

Section 1: General Body

The General Body determines the basic philosophy and policies of GAS. The General Body has power to elect and remove GAS officers, amend bylaws, and revoke memberships. The General Body shall consist of all GAS members in good standing who have paid their membership dues for that fiscal year by the day of the event.

Section 2: Officers

The Officers shall comprise the Presidency, which consists of the President, two Vice Presidents, Treasurer, Secretary, and Librarian. All positions except the Librarian are elected. The Librarian is appointed by the conductor of German Chorus Harmonie. The term of office for all of these positions shall be two fiscal years (June 1 through May 31), with the option to be re-elected for additional terms. The Presidency provides leadership and executes the policies as approved by the General Body and the directives provided in the Bylaws and shall have the authority to act for and on behalf of GAS. The Presidency shall set the amount of dues for various memberships. They also oversee the activities of the German Chorus Harmonie (GCH, herein after referred to as GCH), including its finances. All the members of the Presidency shall have same privileges/powers, except otherwise is mentioned in the bylaws, while executing their responsibilities.

President shall:

- be the spokesperson for the organization and preside over all GAS functions.
- lead the Presidency and perform all duties pertaining to the office of the President.
- preside over all meetings of the GAS Presidency and all General Body meetings.
- appoint committees authorized by the by-laws to help carry out tasks related to activities and events.
- sign contracts, deeds, documents, and other instruments after satisfying the following conditions:
 - All purchases and reimbursements require pre-approval by the Presidency.
 - All checks require the signature of both the President and the Treasurer.

Vice President shall:

- assist the President.
- fulfill the duties of the President in President's absence.
- assist with the elections process as required.

Treasurer shall:

- consult with the Presidency to obtain pre-approval of all expenditures and reimbursements.
- sign checks with the President as the second signature, for all purchases and reimbursements that are preapproved by the Presidency.
- issue notice and collect all membership dues, deposit them in the bank, and maintain a list of all paid members.
- operate financial accounts for GAS and GCH and have custody of receipts, disbursements and related material.
- submit monthly financial status updates to the Presidency
- provide an annual report in written form to the General Body at the biannual business meeting.
- file tax returns with the Internal Revenue Service and provide appropriate records for audits.
- ensure that financial information is transparent to the Presidency and General Body at all times.
- transfer all records, documents, and accounts to the incoming Treasurer within 2 weeks after the end of his/her term.

Secretary shall:

- be the custodian of the bylaws, charter and organizing documents of the German-American Society, Inc. and the German Chorus Harmonie.
- call for meetings of the General Body, the Presidency and the Choir at the directive of the President.
- assist the President in preparing the agenda before each meeting.
- prepare minutes of all meetings, circulate to presidency, and maintain binder of approved minutes for official record.
- create correspondence under the direction of the President.
- maintain an updated list of all members of the General Body and Choir.
- maintain all records, reports, correspondence and documents as required by law.
- transfer all the records to the incoming Secretary within 2 weeks after the end of his/her term.
- use the email contact@utahgermanamericansociety.com for the German American Society and germanchorusharmonie@gmail.com for the Choir when sending official communications.

Section 5: Committees:

The President may appoint committees as needed. Committees may be created for the various activities and events, including cultural programs and fundraising, etc. All the committees shall be answerable to the Presidency. It is required that at least one member of the Presidency be part of these, or other established committees.

Section 6: Meetings:

Presidency Meetings:

The Presidency shall meet at least monthly. The meeting shall be planned to accommodate the majority of the members of the current presidency. The Secretary, in consultation with the President, shall prepare the agenda. Attendance of two-thirds of the Presidency constitutes quorum, which is required to vote on matters. Decisions are based on simple majority of the quorum. The secretary shall capture meeting minutes in as much detail as possible. The meeting minutes shall be published to all the Presidency members within a week of the meeting. The Presidency shall publish all the meeting minutes so that any interested member can access them.

General Body Meetings:

An annual meeting of the members shall be held in the month of May each year, on the Tuesday following the Spring Concert of German Chorus Harmonie. At the meeting, a new presidency may be elected biennially and other proper business may be transacted. Whenever members are required to take action at a meeting, a written notice of the meeting shall be given to each member entitled to vote. The notice shall specify the place, date and time of the meeting, and the option to participate electronically or by proxy if not able to attend in person. Thirty percent attendance by the memberships shall constitute a quorum. Two-thirds majority vote by those in attendance shall constitute decisions at the meeting. Members who are not in good standing, or who have not paid or renewed their membership for the current year, cannot vote. All the information regarding the voting shall be documented and published to the General Body. If there is no quorum at the General Body, vote shall

be taken via email from the members who did not attend the General Body Meeting. These votes along with the votes collected at the General Body meeting shall be accounted towards the decision. This shall be completed within three weeks of the General Body meeting. One week shall be allowed for the members to return their vote forms via email. The persons who attended the General Body are not eligible to send their votes a second time, or to change their vote, via email. The President shall preside over the General Body meeting. In the absence of the President, the Vice-President shall preside over the General Body meeting. The Secretary shall capture meeting minutes in as much detail as possible. The meeting minutes shall be published to the General Body within ten days of the meeting. The Executive Committee shall publish all the meeting minutes so that any interested members can access them. A General Body meeting need not always be conducted to get the approval of the members. The approval can be taken via emails or other electronic forms of communications.

ARTICLE IV - VACANCIES

Vacancies may arise due to an existing member of the Board moving out of Utah, resigning from position, etc. In such instances, nominations are sought from GAS members in good standing. If only one nomination comes for an open position, then the nominee shall be elected for that position. If more than one nomination comes for an open position, then the election shall be conducted to choose one of the nominees.. If no nominations come for an open position, then the position shall be filled by the unanimous decision of the board. In the event of no nominations received for individual position of the current presidency in any given year, incumbent office bearer should be allowed to continue the extended period for an additional year, or until the next nomination period. If the Treasurer position is not filled, then any other member of the Executive Committee shall be officiating Treasurer for the remaining term.

ARTICLE V - EX-OFFICIO MEMBERS

When a new presidency takes office, the past president, Treasurer and Secretary become ex-officio members of the new presidency for a period of three months to maintain continuity of projects and for information-sharing purposes. The ex-officio members shall attend meetings in order to assist the new presidency in their duties. The ex-officio members shall not have voting rights in those meetings.

ARTICLE VI - AMENDMENTS

The bylaws of GAS may be amended when necessary by two-thirds majority of the members in a General Body meeting. Proposed amendments shall be communicated to members at least two weeks in advance. The amendments may also be amended by two-thirds majority of all members via electronic means, when conducting a General Body meeting is not feasible. In this instance, votes shall be taken for every specific amendment. The changes shall be published in a final document to the General Body within 2 weeks.

ARTICLE VII - GAS FINANCIAL ACCOUNTS

A bank account in the name of German American Society of Utah, with the President and the Treasurer as the authorized signatories, shall be created to manage all the money belonging to GAS. No member of the Board, individually or jointly, shall borrow money from the organization. 70% of the money received shall be deposited in CDs annually and the interest earned shall be used for operating expenses. No part of the net earnings shall be distributed to its members, officers, or other private persons except in reimbursement situations where a member incurs out-of-pocket expenses that have been pre-approved by the Presidency. GAS money shall not be used or reimbursed for Presidency meetings. All the financial information may be audited at any time or end of the fiscal year prior to the takeover by the newly elected presidency.

ARTICLE VIII - ELECTION OF OFFICERS

Section 1: Election Process

The Presidency shall be elected biennially by the members of the General Body. The Presidency shall appoint an Election Officer, who can be any member in good standing, for the purpose of executing the tasks pertaining to the election process. The Election Officer shall not run for a position, nominate an individual or make a motion to second a nomination. An announcement to seek nominations shall be made on or before March 31st of the election year. All nominations shall be received on or before April 15th. Information about each of the candidates shall be posted on the website by April 30th. The election shall be conducted on the Tuesday following the Spring Concert in May and the election results shall be made known at the conclusion of the meeting. The new Presidency shall take the office on June 1st of the election year.

Elections shall be conducted only when:

- More than one nomination was received for one position of the Presidency.
- The number of nominations that were received and approved is more than the number of open positions.

When only one nomination is received and approved for a position, the nominee would be elected for that position. If no nominations were received for a position, the person holding that position in the Presidency may continue for the next term. Elections shall be conducted in secret ballot voting only. One ballot shall be distributed to each member entitled to vote. The ballot and any related material may be sent by electronic communication, and responses may be returned by electronic communication. Members of the General Body must be given an opportunity to specify approval or disapproval for each proposal.

The following applies for proxy voting:

- Members planning to use proxy voting shall notify the Election Officer.
- Members can communicate the proxy vote using the email address contact@utahgermanamericansociety.com

The Election Officer shall count all the votes, deem them final, and communicate the results to the members. If any member has concern over the elections or the election process, they may submit their concern to a member of the current Presidency who will review the matter. If positions are still vacant

at the end of the elections process, the newly elected Presidency shall fill the vacant positions based on their discretion with a simple majority vote of the General Body.

Section 2: Eligibility for Presidency

Members intending to run for positions in the Presidency must be in good standing and must have a current membership for the fiscal year by the time their nomination form is submitted.

Section 3: Nominations

Nominations shall be submitted to the Election Officer after the announcement to seek nominations has been made. Nominations shall be submitted in the prescribed format with the required information on the nomination form. Nominations shall be submitted on or before the date announced to be considered eligible. The Election Officer shall communicate the nomination status to the nominees and the Presidency. Once nominated, the nominee may withdraw the nomination at least 1 week prior to the election date. The Election Officer may seek floor nominations if no nominations were received.

ARTICLE IX - E-MAILS, WEBSITE, DIGITAL CONTENT AND TECHNOLOGY

GAS shall establish a website and email list. <http://www.utahgermanamericansociety.com> shall be the German-American Society of Utah's website. The board should maintain every email address with an individual and the board should maintain name and contact details of those individuals in GAS records. GAS shall have sole proprietary rights to both the website and email list. No individual person shall own any personal rights to the website and the email list. The information provided by members shall be respected and protected. Only the information that the member agrees to be posted may be posted online. The website may be used for posting upcoming events, current activities, sponsor information, useful links to other German sites, etc.

ARTICLE X: CHARITABLE ACTIVITIES

The Presidency shall make charity and service a focus of the organization. All charity projects undertaken by the German-American Society of Utah shall fulfill the requirements of the Internal Revenue Service for not-for-profit organizations. When the funds are not directly disbursed through the German-American Society of Utah, all funds shall be disbursed only through organizations which comply with the provisions of Section 501(c)(3).

ARTICLE XI: INDEMNITY

The Presidency shall not be held personally liable for any actions and decisions taken on behalf of the organization. The German-American Society membership list (which includes mailing address, e-mail address, phone number and birthdate) shall be used for distribution of GAS related information only. Member information, and equipment, software, web pages, and photographs taken during different events are the property of GAS. No one shall sell, trade or exchange or utilize in any other manner for personal or third party gains without obtaining the permission of the Presidency. The information may be shared with news agencies to promote organizations activities with prior approval.

ARTICLE XII: CHANGE OF BY-LAWS

Amendments to these By-Laws may be passed at any regularly-convened meeting of the Presidency but shall be subject to ratification by a two-thirds majority vote of the General Body.

ARTICLE XIII: DISSOLUTION

Upon dissolution of the organization, its assets remaining after payment or provision of payment, of all debits and liabilities of the organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the IRS Code.

The following process shall be followed to dissolve the German-American Society of Utah. The GAS Board shall communicate to all the members the reason to dissolve the German-American Society of Utah. The decision to dissolve shall be approved by the 2/3 vote. Assets will then be distributed within two weeks.

These by-laws were reviewed and approved at the biennial meeting held

_____.

Officers:

President: Lisa J. Wood

Vice-President: Annette Babisz

Vice-President: Ralph C. Petty

Treasurer: Kurt W. Ruth

Secretary: Baerbel Johnson

Librarian: Laura Hoffman