

**GERMAN AMERICAN SOCIETY
OF GREATER HOLLYWOOD, FLORIDA, INC.**

Founded November 13, 1964

CONSTITUTION AND BY-LAWS

AMENDED _____

CONSTITUTION

ARTICLE I: NAME OF SOCIETY. The name and title of the Society shall be GERMAN AMERICAN SOCIETY OF GREATER HOLLYWOOD, FLORIDA, INC.

ARTICLE II: OBJETIVE OF THE SOCIETY. The objectives of this society are to organize and unite in fellowship persons who are interested in promoting better understanding of German American culture and social activity, by conducting meetings, dances, parties, and other social gatherings that service the aforementioned purpose.

ARTICLE III: CLASSIFICATION OF MEMBERSHIP AND VOTING RIGHTS.

Section 1: The Membership of the Society shall consist of Active, Social, Life, and Honorary Members.

Section 2: Only Active and Life Members shall have the right to vote in this Society. Social Members shall have the privilege of the floor discussions and may offer suggestions. After one year in good standing a Social Member may apply for active membership, if so desired. A membership in this Society shall expire with each calendar year.

ARTICLE IV: OFFICERS.

Section 1: Officers of this Society.

A President
Two Vice Presidents
A Corresponding Secretary
A Recording Secretary
A Treasurer
A Membership Secretary

All of whom are to be Active Members.

Section 2: Board of Directors. There will be a Board of Directors, consisting of the above named seven Officers, and six Executive Board Members; a total of 13 Directors.

Section 3: Trustees. There shall be four Society Trustees and four Bar Trustees.

Section 4: Sergeants at Arms. There shall be two Sergeants at Arms; one female and one male.

ARTICLE V: ELECTION OF OFFICERS. All Officers, Directors, and Trustees shall be elected for a term of two years, or until such time that their successors are elected. There shall be no restriction as to the number of terms an Officer may stand for reelection. An immediate Past President may run for any other office if he or she so desires. No Officer of the Society shall hold an office in any other German American Club in Florida.

ARTICLE VI: GOVERNMENT. The Government of the Society shall be conducted at the annual meeting, regular monthly meetings or special meetings. In the interim, between such meetings, the Government of the Society shall be conducted by its Officers and the Board of Directors, who shall have the authority to act for the Society under the provisions of the By-Laws.

ARTICLE VII: MEETINGS. The Society shall hold an annual meeting and a regular monthly meeting. If a Special Board meeting is necessary, all Officers and Directors shall be notified of said meeting.

ARTICLE VIII: COMMITTEES. There shall be standing and special Committees in this Society, of which some shall be elected by the Active Members and others shall be appointed by the President, in accordance with the By-Laws.

ARTICLE IX: SALE OF ENCUMBRANCE OF REALTY. No action shall be taken by the Society, whether in a regular or extraordinary meeting, to sell, deed, convey mortgage, or in any other manner encumber and Real Estate, or permanent real fixture of the Society, including the Society Clubhouse and parking lots.

ARTICLE X: DISSOLUTION. In the event of dissolution of the Society, all assets shall be distributed in accordance with Article X as stated in the By-Laws, and the Circuit Court of Broward County, as stated in the Charter.

ARTICLE XI: PARLIAMENTARY. On all questions of Parliamentary Law, not covered by our By-Laws, this Society shall be governed by the Revised Robert's Rules of Order.

ARTICLE XII: SUSPENSION OR EXPULSION. The Board of Directors may suspend or expel any Member for:

- A. unethical conduct or violation of this Constitution,
- B. any conduct deemed detrimental to the welfare of the Society,
- C. disregarding repeated notification from the Board of Directors to account for money or other property belonging to the Society,
- D. not fulfilling their duty as an Officer to the satisfaction of the Board of Directors, in which case such person can and shall be suspended and another Officer shall be elected as a replacement.

Suspension or expulsion shall be made only after having notified the Member in question at least ten days prior to the date and Meeting at which such action shall take place.

A suspended Member may appeal, in writing, to the Board of Directors, and request reinstatement to the Society in which case the Board of Directors shall discuss the matter and then bring the matter before the Membership for a vote. At all times, Members shall be given due notice that such action is to be voted upon.

ARTICLE XIII. AMENDMENTS. This Constitution may be amended by two third's vote of all Active Members present at the Annual Meeting or called Special Meeting, provided that all Active Members were given due notice of such Meeting and changes to be made. Suggestions for amendments may be submitted in writing by any Active Member to the Chairperson of the By-Law Committee.

THIS CONSTITUTION HAS BEEN AMENDED ON xxxxxx, 20xx

BY-LAWS

ARTICLE I: NAME OF THE SOCIETY. The name of the Society shall be: German American Society of Greater Hollywood, Florida, Incorporated, a Florida Not-For-Profit Organization, hereinafter referred to as The Society.

ARTICLE II: OBJECTIVES OF THE SOCIETY. The objectives of the Society are to organize and unite in fellowship persons who are interested in promoting better understanding of German-American culture and social activity by conducting meetings, dances, parties and social gatherings that serve the aforementioned purpose.

ARTICLE III: CLASSIFICATION OF MEMBERSHIPS AND VOTING RIGHTS.

Section 1. Memberships. The memberships of the Society shall consist of the following classifications:

- A. Active Member.** An Active Member shall be a person of good character and was a Social Member for at least one (1) year and shall have the right to vote in the Society.
- B. Social Member.** A Social Member shall be a person of good character and be sponsored by a Member. A Social Member shall not have the right to vote, but may offer suggestions. After one (1) year, a Social Member in good standing may apply for Active Membership if so desired. A Social Member is not eligible to hold elective office or serve on standing committees, but may serve on special committees or assist any committee. A membership in the Society shall expire with each calendar year. The Social Member must volunteer at least once during the year before becoming an Active Member.
- C. LIFE MEMBERSHIP.** The Board of Directors may grant Life Membership to any Charter or Active Member of the Society in recognition of the individual's outstanding service or contribution to the Society. Recommendations for Life Membership may originate from the Board of Directors or from a Member or Members, in writing, stating the reason and justification for the proposed Membership. The Board of Directors

may accept or reject any recommendation for a Life Membership. The payment of annual dues is waived for Life Members.

- D. Honorary Membership.** The Board may grant an Honorary Membership to any individual who is not a Member of the Society and who has provided outstanding service, support, or who has contributed significantly to the activities of the Society. The Honorary Member enjoys the status of Social Member for life. The payment of annual dues is waved for Honorary Members.
- E. Associate Member.** The Board will allow for one (1) day Membership during any regular of special event. An Associate Membership card will be given out to a guest that day. The Associate Membership card will be stamped with the appropriate date. The Associate Member has no voting rights and is not eligible to hold an elective office or serve on any committee. However, the Associate Member may apply for a Social Membership, if desired.

Section 2. Voting Rights. Only Active and Life Members shall have the right to vote in the Society.

Section 3. Membership Applications. Each application for Membership shall submit an application for Membership, and dues for the year:

- A.** Each applicant for Membership shall have a Sponsor who is a Member. The Sponsor must sign the Application for Membership.
- B.** The completed Application for Membership and accompanying fees shall be sent or given to the Membership Secretary for action and recording.
- C.** The Membership Secretary shall submit all pending Application for Membership to the Board of Directors for review and approval. A majority vote of the Directors present is required to approve Membership.
- D.** Applicants who are approved for Membership will be notified by the Membership Secretary in writing, and will be requested to be present at the next monthly

meeting of the Society. Applicant who are not approved for Membership will likewise be notified and the fees accompanying the Application for Membership will be returned.

- E. The President of the Membership Secretary shall introduce the new Member(s) at the following monthly business meeting of the Society.
- F. The Membership Secretary alone shall issue the Membership Cards in the Society and shall keep an exact Membership List, collect all dues and forward same to the Treasurer. A Membership in the Society shall expire with each calendar year. No Member will be more than three (3) months in arrears with dues, or said Member will be automatically dropped from Membership.
- G. The Membership Card shall be signed by the President and the Membership Secretary. The Membership Cards shall be sequentially numbered.

ARTICLE IV: OFFICERS AND SOCIETY MANAGEMENT.

Section 1. Officers. The Officers of this Society shall consist of:

President
First Vice President
Second Vice President
Corresponding Secretary
Recoding Secretary
Treasurer
Membership Secretary

All of whom shall be active Members.

Section 2. Board of Directors. There shall be a Board of Directors, consisting of the above seven Officers, and six Executive Board Members, a total of thirteen Directors.

Section 3. Trustees. There shall be four Society Trustees and four Bar Trustees.

Section 4. Sergeants at Arms. There shall be two Sergeants at Arms; one female and one male.

Section 5. The President, as Chief Executive Officer, is directly responsible for the administration of the affairs of the Society, in accordance with established policy and the approval of the Board of Directors. If the President is absent or incapacitated, one of the Vice Presidents, in their order of succession, shall assume the Presidential duties.

Section 6. No Member may hold more than one elective office concurrently.

Section 7. The affairs of the Society, excepting as otherwise provided, shall be administered by the Board of Directors, who shall have supervision, control and direction of the Society. Within the limits prescribed in the By-Laws, they shall actively pursue its objectives, provide safeguards for the receipt of money and material, and approve the disbursement of funds.

ARTICLE V: ELECTION OF OFFICERS.

Section 1. Candidates for Officers and Members of the Board, including the eight Trustees, shall be selected by the Nominating Committee. Any other Active Member desiring to run for office can be nominated from the floor.

Section 2. The Nominating Committee shall be elected by the Active Members two months prior to the date at which elections are to be held and shall consist of five Active Members.

Section 3. All Officers, Directors, and Trustees shall be elected and service for a term of two years, or until such time that their successors are elected. There shall be no restrictions as to the number of terms an Officer may stand for reelection.

Section 4. A candidate for office in the Society shall be an Active Member and shall not hold an office in any other German American Club in Florida.

Section 5. An immediate Past President may run for any other office if he or she so desires.

Section 6. Election shall be by secret ballot or acclamation and normally shall be conducted at the regular meeting in December.

Section 7. In the event of a vacancy occurring among the Officers or Board Members, the Board of Directors shall elect a successor to fill the

vacated office. However, should the Presidency be vacated, the First Vice President shall assume the Presidential position, and the Second Vice President shall assume the First Vice President's position. In such an event, at the very next Board meeting, an election by the Board of Directors shall take place to fill the vacancy of the Second Vice President.

ARTICLE VI. GOVERNMENT AND DUTIES OF OFFICERS.

Section 1. Meetings. The Government of the Society shall be conducted at the annual meeting, regular monthly meetings, or special meetings.

Section 2. The Board of Directors. The Board of Directors shall have the authority to act and conduct all affairs for the Society, under the provisions of these By-Laws.

Section 3. Duties of the President. The President shall preside at all meetings and perform other duties to such office. The President shall have no authority to vote on any motion, unless the Board of Directors or the Membership is equally divided, in which case the President shall have the deciding vote. The President shall have available petty cash as directed by the Board. An immediate Past President shall automatically become an ex-officio, which reserves the right of the immediate Past President to attend any Officers', regular, or special meetings, until a President is elected. The immediate Past President shall have no voting rights in the Board meetings.

Section 4. Duties of the First Vice President. The First Vice President assist the President in all work and duties of the Society and, in the absence of the President, shall preside at all meetings and affairs. The First Vice President shall also oversee the operations of the bar.

Section 5. Duties of the Second Vice President. The Second Vice President shall replace the First Vice President in case of absence and shall further work in various directions for the good and welfare of the Society. The Second Vice President shall also oversee the operations of the kitchen.

Section 6. Duties of the Corresponding Secretary. It shall be the duty of the Corresponding Secretary to handle all incoming and outgoing correspondence of the Society. The holder of the office shall provide each Member with a monthly Newsletter. The Corresponding Secretary shall have available petty cash in the amount of one hundred dollars, as directed by the Board of Directors.

Section 7. Duties of the Recording Secretary. It shall be the Recording Secretary's duty to keep accurate minutes in the English language, of all Regular and Special Meetings of the Board of Directors and the succeeding Membership Meeting of the Society. It is also the duty of the Recording Secretary to supply the President and the entire Board of Directors with a copy of each meeting minutes at the next Board Meeting.

Section 8. Duties of the Treasurer.

- (A) The Treasurer shall have custody of monies and financial assets of the Society.
- (B) The Treasurer shall maintain complete and accurate accounts of the receipts and disbursements in book, belonging to the Society, together with receipts and records, in accordance with good accounting practices, procedures, and authorizations approved by the Board.
- (C) The Treasurer shall deposit all monies and other valuable assets in the name of, and to the credit of, the German American Society of Greater Hollywood, Florida, Inc., in commercial banks or credit unions, as may be designated by the Board. Such accounts shall be subject to draft by the Treasurer, and countersigned by the President, or by a third responsible and appointed Officer, in case of absence of either the President or the Treasurer. All disbursements shall be paid by the Treasurer as directed by the Society. The Treasurer shall be bonded or insured as such manner as determined by the Society. The premium for such bond or insurance shall be paid by the Society.
- (D) The Treasurer shall present an itemized monthly financial statement to the Membership. Said statement shall be approved by the Board and Membership each month, and be made part of the Society's records.
- (E) No Director, Officer, nor Member of this Society shall have authorization to spend Society funds in excess of three thousand dollars without approval of the Membership present at such meeting. There shall be at least three estimates provided by professional business people for projects such as repairs, additions, maintenance, of other work. The Board and Membership shall decide to whom the work will be awarded.

- (F) The Board shall appoint a Co-Treasurer who shall be trained to assist the Treasurer with duties, or take charge in case the Treasurer is temporarily unavailable.

Section 9. Duties of the Membership Secretary.

- (A) The Membership Secretary shall submit all pending Applications for Membership to the Board of Directors for review and approval. Applicants who are approved for Membership will be notified by the Membership Secretary, in writing, and will be requested to be present at the next monthly meeting of the Society.
- (B) The Membership Secretary shall provide to the Board a list of the Social Members who have completed one calendar year in the Society, and thus can be reviewed for elevation to Active Membership status, upon request of the Member.
- (C) The Membership Secretary alone shall issue the Membership cards in this Society and shall keep an exact Membership list, collect all dues and forward the same to the Treasurer.

Section 10. Duties of the Six Directors. The Directors shall be part of the Governing Body of the Society and shall be helpful with the general supervision and management of its affairs in accordance with the By-Laws and under the direction of the Society. They will also be required to give reports from time to time and form committees as necessary.

Section 11. Duties of the Society Trustees. It shall be the duties of the Society Trustees to audit the Treasurer's books and the Membership Secretary's books semi-annually, and report such findings to the Society at the following meeting.

Section 12. Duties of the Bar Trustees. It shall be the duty of the Bar Trustees to keep up to date record on all beverage and other bar stock, and present a monthly Statement of Inventory to the First Vice President, who will subsequently submit same to the Board of Directors for review. It is also their duty to forward all original bills and invoices pertaining to the Treasurer to render payments within ten days as required by the Florida Beverage Department. The Bar Trustees shall set up the bar or bars for the Society affairs so as to have everything ready for business fifteen minutes before such affairs. The Bar Trustees shall have available petty cash, as directed by the Board.

Section 13. Records. All Officers, upon termination of their terms of office, shall deliver all records and files belonging to the Society to the Board of Directors to be subsequently given to their duly elected successors or placed into the permanent records of the Society.

ARTICLE VII. MEETINGS.

Section 1. The Annual Meeting shall be held on the first Sunday in January. There shall be six Membership Meetings per year as designated by the Board at the Annual Meeting. The Meetings will be held on the third Sunday of each month. Additional meetings can be called by the Board if deemed necessary. There shall be a Directors Meeting on the same date commencing at least one hour prior to the Society's Meeting. At the Board of Directors' Meeting, the Directors shall prepare for upcoming activities and discuss other pertinent matters, including new Applications for Membership, presented by the Membership Secretary.

Section 2. Order of Business. The Order of Business for both the Annual and Membership Meetings shall be as follows:

- (A) Roll Call of Officers
- (B) Introduction of visitors
- (C) Introduction and acceptance of New Members
- (D) Reading of the Minutes of previous Meeting
- (E) Treasurer's Report
- (F) Reading of Communications
- (G) Reports from Officers
- (H) Reports of Standing and Special Committees
- (I) Unfinished Business
- (J) New Business
- (K) Suggestions for the good of the Society
- (L) Adjournment

Section 3. Election of Officers. The Election of Officers shall be conducted at the Regular Meeting in December.

Section 4. Special Meetings. Special Meetings shall be called by the President or Vice President, or upon request of any seven Members of the Board of Directors, or upon the request of twenty five Active Members.

Section 5. Quorum. Seven Board Members shall constitute a Quorum.

ARTICLE VIII. COMMITTEES.

Section 1. Non-Elective Committees. It shall be the duty and privilege of the President to select and appoint all non-elective committees other than Standing Committees. The President shall be ex-officio Chairperson of all Committees and may attend any of their meetings. All Non-Elective Committees shall be formed one month after the General Election.

Section 2. Nominating Committee. The Nominating Committee shall consist of five Active Members. They shall be elected two months prior to the election date. It is the duty of the Nominating Committee to select candidates for offices and present them to the Society at the November Meeting. Candidates may also be nominated from the floor.

Section 3. By-Laws Committee. The By-Laws Committee shall consist of five Active Members, in good standing, and shall be elected by the Membership. The Membership Committee shall consider amendments and revisions to the By-Laws and present their findings to the Board of Directors and to the Membership.

Section 4. Club House Committee. The Club House Committee shall be appointed by the President, and shall consist of seven or more Members, whose duties are to maintain the building and grounds, including the arrangement of the furniture for various activities. This Committee shall perform pursuant to In the House Roles, which shall be formulated by the Board of Directors.

Section 5. Entertainment Committee. The duty of this Committee shall be to plan and conduct dances, parties, and other entertaining as directed by the Board of Directors. The cost of hiring bands of entertainment shall be approved by the Board of Directors prior to the signing of any contracts. It shall be the duty of the Entertainment Committee to provide to the Board any additional entertainment cost, which again must be approved by the Board.

Section 6. Sunshine Committee. This Committee shall consist of two Members to represent the East and West sections of the Society. They are to keep in close contact with the ill, helpless, and needy Members of the Society. If a visit to a home or hospital is to be made, the representative of the district closest thereto shall conduct such a visit in the name of the Society. The Sunshine Committee shall have petty cash available in the

amount of fifty dollars yearly, to cover the cost of cards and postage. All other bills incurred by this Committee shall be paid by the Treasurer.

Section 7. Special Committees. If outside activities are to be held, such as a German American Day, a picnic, a bazaar, a rummage sale, etc., a Special Committee shall be appointed by the President. This Committee shall keep records of income and expenses and shall report their activities to the Board of Directors at the first Monthly Meeting thereafter. All income shall be turned over to the Treasurer at that time.

Section 8. Publicity Committee. The Publicity Chairperson shall place write-ups, articles, photos, etc. in various news media including radio, television, and the web to promote the Society in every possible way.

Section 9. Youth Committee. The President shall appoint a Youth Chairperson whose duty it shall be to familiarize young people of the Society and its activities, with the view of furthering the aims and goals of the Society.

Section 10. General Committee Conduct. All Committees, Standing or Special, elected or appointed, shall choose their own chairperson, unless previously dictated by these By-Laws. All Committees and Chairpersons of same must report their intentions of activities to be undertaken to the Board of Directors. All proceeds from such activities shall be turned over to the Treasurer. No committee or Chairperson shall have the right to spend Society money exceeding the amount of fifty dollars, unless otherwise designated by the Board of Directors. All committees and Chairpersons must present the original bill to the Treasurer for their expenses, as they pertain to the Society.

ARTICLE IX. GOVERNANCE. Questions of Parliamentary Law shall be governed by the Revised Roberts Rules of Order.

ARTICLE X: SUSPENSION OR EXPULSION. The Board of Directors may suspend or expel any Member for:

- A. unethical conduct or violation of these By-Laws,
- B. any conduct deemed detrimental to the welfare of the Society,
- C. disregarding repeated notification from the Board of Directors to account for money or other property belonging to the Society, or,
- D. not fulfilling their duty as an Officer to the satisfaction of the Board of Directors, in which case such person can and shall be

suspended and another Officer shall be elected as a replacement.

Suspension or expulsion shall be made only after having notified the Member in question at least ten days prior to the date and Meeting at which such action shall take place.

A suspended Member may appeal, in writing, to the Board of Directors, and request reinstatement to the Society in which case the Board of Directors shall discuss the matter and then bring the matter before the Membership for a vote. At all times, Members shall be given due notice that such action is to be voted upon.

ARTICLE XI. SALE OR ENCUMBRANCE OF REALTY. No action shall be taken by the Society, whether in a regular or extraordinary meeting to sell, deed, convey mortgage, assign or create security interest, or in any other manner encumbrance any real estate or permanent fixtures of the Society, including but not limited to the Society Clubhouse, located at 6401 Washington Street, Hollywood, Florida, unless such action be taken and approved by the majority of Active and Life Members present and in good standing, have been duly advertised in the Society Publication, for a period of two(2) consecutive months, prior to the scheduled voting thereof.

ARTICLE XII. DISSOLUTION.

Section 1. This Society shall under no circumstances have the power to dissolve, as long as the Membership consists of twenty or more Members. Should, however, the Membership fall below that number, the Officers shall then convey, by Deed of Trust, the Title to all Real Estate and other properties, to the Charitable Foundation, to be created in the future, which shall keep the Society Clubhouse and other properties at the disposal of the German American Society of Greater Hollywood, Florida, and Broward County, to be used as the “German House,” where said persons may hold their meetings and gatherings in memory of the former German American Society of the Greater Hollywood, Florida, Inc.

Section 2. In the event of dissolution, all Real Estate and other properties shall be distributed according to the aforementioned Charitable Foundations By-Laws, and the Circuit Court of Broward County, Florida, as stated in the Charter.

ARTICLE IX. AMENDMENTS. These By-Laws may be amended by two third’s vote of all Active Members present at the Annual Meeting. Provided that all

Active Members were given due notice of such Meeting and changes to be made. Suggestions for amendments may be submitted in writing by any Active Member to the Chairperson of the By-Law Committee.

THESE BY-LAWS HAVE BEEN AMENDED ON xxxxxx, 20xx