

**BY-LAWS OF THE GOLD COUNTRY GERMAN-AMERICAN CLUB**  
**A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

**(Note: This four page reprint of the legal and formal By-Laws reflects revisions approved at the November 6, 2015 Membership Meeting).**

**ARTICLE I – NAME**

The name of this organization is the Gold Country German-American Club. The principal office of the corporation will be at 11460 Cement Hill Road, Nevada City, CA 95959.

**ARTICLE II – PURPOSE**

The purpose of this corporation is to engage in any lawful act or activity for which a nonprofit corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law. The following specific purposes are included within the foregoing purpose:

1. Promote German culture in Nevada County.
2. Promote stronger German-American cultural ties.
3. Sponsor social and recreational activities for the enjoyment of members.

**ARTICLE III – MEMBERSHIP**

Persons interested in supporting the purposes of the organization are invited to join. Members agree to

1. Support the purposes and policies of the organization.
2. Pay dues yearly as prescribed in Article IV.
3. Attend and participate in regular monthly meetings and volunteer personal time for the club activities.

**ARTICLE IV – DUES**

Annual membership dues are due and payable on January first of each year. If dues are not paid by March first, membership privileges will be discontinued. The Board of Directors will recommend the amount of the dues and submit it for approval to a vote of the general membership. Dues will not be prorated.

**ARTICLE V – MEETINGS**

Regular membership meetings will be held monthly at a place and time determined by the Board of Directors. The Board may cancel regular membership meetings, reschedule them, and call special meetings as needed. Special events (such as Maifest, Oktoberfest, etc.) will be held as prescribed by the Board of Directors and members will be notified accordingly. The Board of Directors will meet monthly at a place and time of their choosing. Meetings will be open to all club members. The Board of Directors may cancel regular Board meetings, reschedule them, or call additional Board meetings as needed.

The regular membership meeting in March will serve as the Annual Meeting. Officers will be elected and other business transacted as needed. Written notice of meetings at which

membership action is required will be given not less than 10 or more than 90 days before the date of the meeting to each member entitled to vote at that meeting. If the notice is mailed by other than registered or certified mail, notice must be given at least 20 days before the meeting. The notice will specify the place, date and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted or (2) for the March regular membership meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which officers are to be elected will include the names of all persons who are nominees when notice is given. Notice given in the monthly newsletter will satisfy the requirements of this section. Meetings will be conducted under the parliamentary authority of Roberts Rules of Order, 2<sup>nd</sup> Edition.

**ARTICLE VI – BOARD OF DIRECTORS**

The affairs of the corporation will be managed by a Board of Directors (see Article VIII) composed of the officers of the club and such directors as the officers appoint to carry out business. The Board of Directors will meet once a month and meetings will be open to all club members. Officers and directors will have one vote each in conducting Board business. A monthly report of Board actions will be published in the newsletter. Major decisions or recommendations of the Board of Directors will be referred to the membership for approval. The number of directors to be appointed would number from zero to six -- effective March 9, 2016 or at the time 2016 Annual Meeting is held. The appointed directors must be approved by a vote of the general membership.

**ARTICLE VII – QUORUM**

A quorum of the Board of Directors at any business meeting will consist of a majority of the total number of officers and directors. A quorum of a publicized meeting of the membership will consist of 25% of the total membership.

**ARTICLE VIII – OFFICERS**

The elected officers of the club, functioning as an Executive Committee, are responsible for long-range planning and development of the aims of the organization. The officers will appoint directors to the board as needed to conduct the day-to-day business of the club. (See Article VI) The titles and duties of the officers are as follows:

**PRESIDENT:** Will preside at Membership, Executive Committee, and Board of Directors' meetings. The President will oversee the general functions of the organization.

**VICE-PRESIDENT:** Will assist the President in coordinating the general functions of the organization and will assume the functions of the President in his/her absence.

**SECRETARY:** Will record all minutes of meetings and handle all correspondence. The Secretary will read minutes at all membership and board meetings. The Secretary will send a copy of all minutes to the officers of the club before the next scheduled meeting.

**TREASURER:** Will keep the books and pay the bills authorized by the Board of Directors.

**PROGRAM DIRECTOR:** Will be responsible for the coordination and oversight of programs at regular membership meetings and special events. Each program will have its own chairperson and working committee.(underline)

In the event of a vacancy in an office, the remaining elected officers on the Executive Committee will select a replacement that must then be approved by a vote of the general membership.

## **ARTICLE IX – ELECTIONS**

Annual elections will be held at the regular membership meeting in March. To vote, members must be at least 18 years of age. The Board of Directors or its designated nominating committee will submit a slate of proposed officers to be published in the January newsletter. Additional nominations may be made from the floor at the March meeting. The newly elected officers will assume their duties immediately following the elections and will serve for a term of one year.

## **ARTICLE X – COMMITTEES**

Each officer or director will have authority to appoint committee chairs as the need arises. Committee chairs are free to select their committee members.

## **ARTICLE XI – SPECIAL EVENTS**

Special events will be held at such times and places as determined by the Board of Directors. The Board of Directors has the authority to postpone, cancel, or change the date or location of any special event. Members may bring guests to a special event unless the Board of Directors or the chair of the event has found it necessary to limit attendance. Members and their guests are to conduct themselves in a proper manner. It is the duty of the Board of Directors and members to maintain good order.

## **ARTICLE XII – EXPULSION**

Any member may be expelled for gross misconduct by a 2/3rds majority vote of the Board of Directors, and any person so expelled will not be admitted to any function of this organization, nor shall such expulsion constitute a claim for reimbursement of dues or any part thereof.

## **ARTICLE XIII – DISPOSITION OF ASSETS**

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. In no event will the net earnings, income, or assets of this corporation be distributed to, or inure to the benefit of, any member, director, or officer of this corporation or other private individual, either directly or indirectly, except upon winding up and dissolution of its corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets will be distributed as follows:

Via check or money order to the German-American Heritage Foundation of the USA,  
719 Sixth Street, NW, Washington DC 20001. Tel: (202) 467-5000

## **ARTICLE XIV – RIGHT OF INDEMNITY**

To the fullest extent permitted by law, this corporation will indemnify its directors, officers, employees, and other persons described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this by-law, will have the same meaning as in Section 7237 (a) of the California Corporations Code.

#### **ARTICLE XV – INSURANCE**

The Board of Directors may authorize the purchase and maintenance of insurance against any liability asserted against the corporation or arising out of the activities of the corporation.

#### **ARTICLE XVI – AMENDMENTS**

The Board of Directors or the Executive Committee may, from time to time, appoint a committee to draft changes to the by-laws of the organization. The revisions proposed by such a committee will be voted upon by the general membership in accordance with Article V. Voting may take place at any of the regular membership meetings. Recommendations to amend these by-laws may also be made by any member who submits proposed amendments to the Board of Directors. The Board of Directors must submit the proposed amendment to the general membership for approval or rejection in compliance with Article V. Adoption of the proposed revision or amendment to the by-laws requires the approval of 2/3rds of the general membership present at the regular meeting at which the amendment or revision is put to a vote.

#### **ARTICLE XVII – CONFLICTS**

In the event of any conflict between these by-laws and the articles of incorporation, the articles of incorporation will prevail.