

REVISED BYLAWS OF THE GERMAN-AMERICAN CLUB OF TUCSON, INC.

REVISION HISTORY

Revision Number	Revision Date	Nature of Revision	Approved By
1	1966	Original Bylaws; Unable to locate a signed and dated document in Club files	Board and majority; Membership quorum
2	8/25/1994	Revised Bylaws	Board and majority; Membership quorum
3	8/14/2022	Rewritten and condensed Bylaws, updated to fit the operational smaller size of the Club	Board on 9/27/22; Membership quorum on 11/06/22

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ARTICLE I - NAME & OFFICES

The name of the corporation is "GERMAN-AMERICAN CLUB OF TUCSON, INC.", hereinafter referred to as the "Club". The principal office of the Club shall be at Tucson, Arizona, but meetings of members and Directors may be held at such places within or outside the State of Arizona as may be designated by the Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1. Members. The membership of the club is open to all persons 18 years of age or older who supports the purpose and goals of the club and agrees to conduct themselves in accordance with the Articles, Bylaws, and policies of the club. Membership is subject to a majority vote of the Board of Directors. Applications for membership must be in writing signed by the applicant and the sponsor. It must be accompanied by the dues as provided for in these Bylaws.

Section 2. Type of Members. There shall be only active members in the Club. An active member is defined as a person whose application has been accepted by the Board of Directors and whose dues are paid in full (also referred to as “a member in good standing”). Once bestowed, membership is not transferable.

Section 3. Privileges of Members.

- A. Admission to all functions of the Club except for activities which shall be determined by the Board of Directors;
- B. The right to make motions and vote;
- C. The right to attend regular Board meetings to speak on any subject for the good and welfare of the Club when permission is granted.
- D. The right to the Club Articles of Incorporation, Bylaws, Special Rules, Standing Orders, and Meeting Minutes, as requested.
- E. The right to inspect the books of the Club, by appointment.

Section 4. Duties of Members.

- A. Further the objectives of the Club according to the best of the member's abilities;
- B. Pay the regular, and if applicable, any extraordinary dues;
- C. Attend the meetings of the Club;
- D. Preserve a proper decorum at all Club functions and adhere to the rules, Articles and Bylaws of the Club.

Section 5. Termination of Membership.

- A. Failure to pay dues in a timely manner will result in termination of membership.
- B. Any member may resign at any time by filing a written resignation with the club Recording Secretary, but such resignation will not relieve the resigning member of the obligation to pay any dues or other charges that have accrued and are unpaid.
- C. The Board of Directors of the Club, by an affirmative vote of two-thirds (2/3rd), may expel a member from the club when in its discretionary judgment such member has ceased to meet the qualifications of membership, has been given notice, and has been provided an opportunity of a hearing by the Board of Directors.

Section 6. Reinstatement.

- A. Any member losing membership privileges, to include grandfathered “Charter” members, due to resignation or failure to pay dues may be reinstated as a new member once all membership

obligations have been met. The reinstated member will be subject to paying the current membership Annual Dues.

B. Members losing membership other than as stated above may never again be members of the club unless otherwise permitted by a majority vote of the Board.

Section 7. Membership Dues.

- A. The **Annual dues** amount to be paid shall be determined by the Board of Directors and are to be **paid by January 1 of each year**. A new member's dues shall be prorated quarterly for the balance of the year at the time the application is approved. All dues, once paid are non-refundable.
- B. Members (known as "Charter" members) who had met all the past requirements (of having been in good standing for a minimum of Ten (10) consecutive years immediately prior to reaching the age of 75 or more and having applied with a written request) for a reduced fee and granted such reduction prior to October 6, 2010 will continue to pay dues of \$1.00 per year until they are no longer members of the club, except as noted in Section 6 above.
- C. In case of protracted sickness or accident or other extenuating circumstances, members can apply to have their dues for the pending year released by resolution of the Board of Directors.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the members shall be held in March of each year or under extenuating circumstances, as soon as possible thereafter.

Section 2. Regular General and Special Meetings. Regular general membership meetings shall be held as specified by the Board of Directors. Special meetings of the members or Board of Directors may be called at any time by the President or by the Board of Directors, or upon written request of a majority of the members.

Section 3. Notice of Meetings. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be distributed to each member entitled to vote at the meeting. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special membership meeting, the purpose of the meeting and given at least ten (10) calendar days prior to the meeting.

Section 4. Quorum. Majority Vote. Withdrawal of Quorum. Except as otherwise provided in the Articles of Incorporation or these Bylaws, **a quorum at a meeting of members shall be constituted by the presence of 10% of the members**. If, however, such quorum shall not be present or represented at any meeting, the meeting may be adjourned from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. When a quorum is present at any meeting, the vote of a majority of those members qualified to vote and present in person, shall decide any question brought before such meeting, unless otherwise required by express provision of the Arizona Revised Statutes, the Articles of Incorporation, or these Bylaws, in which case such express provision shall govern. The members present at a duly organized meeting may continue to transact

business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Any action without a quorum shall not be legal or binding on the membership.

Section 5. Proxies. Proxies are not permitted.

Section 6. Method of Voting. Each member shall be entitled to one vote. The vote of each member may only be cast by such member.

Section 7. Actions Without Meetings

- A. Any action that members may take at any meeting of members may also be taken without a meeting by written ballot.
- B. Approval by written ballot shall only be valid when the number of votes cast within the specified time equals or exceeds the quorum required to be at a meeting authorizing the action.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. The affairs of this Club shall be managed by a **Board of Directors**, hereafter referred to as the "Board," **consisting of five (5) officers and two (2) Directors-At-Large.**

Section 2. Powers and Duties of the Board. The Board of Directors shall have power and duty to exercise for the Club all powers, duties, and authority vested in or delegated to this Club and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation. The **duties of the Board of Directors shall include without limitation:**

- A. To manage all business of this Club, including the auditing and allowance of bills against the Club;
- B. To receive and examine all reports of any committees;
- C. To carry out the resolutions of the Club;
- D. To arrange all functions for the Club;
- E. To hold itself accountable to the membership for all its acts and proceedings.
- F. To approve any single item expenditure exceeding \$100.00 except for normal expenses for the operation and/or social functions of the Club.

Section 3. Officers. The officers of the Club will consist of the President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.

Section 4. Combination of Directorships. No person shall simultaneously hold more than one officer position of the Club. However, any of the Board members may undertake other duties which the President or the Board of Directors may authorize them to do. No members of an immediate family shall simultaneously serve on the Board of Directors in the positions of President, Vice-President, or Treasurer.

Section 5. Salaries. No Director shall receive compensation for any service he or she may render to the Club. However, any Director may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 6. Term of Office.

- A. The **term for each director shall be two (2) years**, with the positions of President, Treasurer, Corresponding Secretary, and one Director At-Large being elected in odd number years and the positions of Vice-President, Recording Secretary, and the second Director At-Large being voted in even years.
- B. Exception: In the first year of implementation the positions of one group will be for a period of one year.

Section 7. Term Limits.

- A. The positions of President and Vice-President are limited to two (2) consecutive terms, but may then serve in another office.
- B. In extenuating circumstances, the Board may extend the term restriction for up to one additional term by unanimous consent.

Section 8. Removal; Vacancy. Any Director may be removed from the Board, **with cause by a majority vote of 75% of members** in good standing present at special meeting of the membership specifically noticed for that purpose. Further, any Board member who is an unexcused absence for three (3) consecutive meetings of the Board of Directors may upon majority vote of the Board of Directors be removed from office, provided such Board member is notified in writing of such impending action.

Section 9. Resignation. Any Director may resign at any time by giving written notice to the Board, the President, or the Recording Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies.

- A. In the case the office of President becomes vacant, for any reason, the Vice-President will become the successor President effective immediately for the remainder of the President's term of office.
- B. A vacancy in any other director position may be filled by majority vote of the Board for the remainder of the position so vacant. The Director appointed to such vacancy shall serve for the remainder of the term of the Director he/she replaces. In the event of death, resignation, or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor. Removal, resignation or other cessation as Director automatically terminates all other offices, elections, appointments, or designations beyond the scope of regular membership.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominating Committee

- A. A Nominating Committee, consisting of two members in good standing and the Recording Secretary, will be appointed by the President of the Board. The Recording Secretary will act as the Chair of the committee.
- B. The Nominating Committee will identify, recruit, and publicize a slate of candidates for all offices to be filled that year.
- C. **To be nominated, an individual must be a member in good standing and an active member of the Club for at least one year.**
- D. Anyone meeting membership requirements and interested in a particular office may nominate themselves by written notification to the Recording Secretary.
- E. Any member having accepted a nomination, who wishes to withdraw as a candidate, must do so in writing to the Recording Secretary prior to the election.

Section 2. Ballots and Election.

- A. Election to the Board of Directors shall be by secret written ballot in conjunction with or prior to the annual membership meeting.
- B. Specific procedures for the election will be coordinated by the Recording Secretary and approved by the Board prior to any election. Such procedures will be communicated to the membership prior to the election.
- C. Elections will always adhere to the following principles:
 - 1. One member, one vote.
 - 2. Ensure every member has the opportunity to vote to the fullest extent possible.
 - 3. Election by written ballot only.
 - 4. Election by secret ballot to the fullest extent possible.
 - 5. Impartiality by all involved in the conduct of the election.
- D. Elections may be held in person or by mail-in ballot as approved by the Board.

Section 3. Votes Required. The candidate who receives the highest number of votes for a specific Office shall be declared elected.

Section 4. Transition of Office.

- A. The **elected Board members will take office immediately except for the Treasurer** who will take office at the beginning of the new fiscal year.
- B. All outgoing officers shall deliver to the incoming officers all books, records, club property (physical and intellectual), and papers pertaining to that office within fifteen (15) days after the expiration of his/her term.
- C. **Within 48 hours after the election of new officers, the outgoing secretary shall prepare the minutes and provide a copy to all board members.**
- D. The outgoing Treasurer shall provide a complete written financial report showing a breakdown of the current fiscal year income and expenses. The outgoing Treasurer will ensure all legitimate bills

are paid and then present all fiscal year just ended financial records/ledgers, check book with register, checking and saving account statements, etc. to the incoming Treasurer.

- E. The **outgoing and incoming treasurers will meet at the financial institution** to complete all required transfer of required financial institution signatures **within 15 days after the beginning of the fiscal year.**

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, or as often as required for the efficient operation of the Club, at such place and hour as may be fixed from time to time by resolution of the Board. The frequency of the regular meetings may be changed by the majority vote of the Directors without having to amend the Bylaws. Regular meetings are open to all members, although only the Directors may vote.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the Board President, or upon request of a majority of board members, after as extended prior notice as possible but not less than 24 hours' notice to each Director. Special meetings may be closed to the general membership due to special circumstances or when sensitive or private matters are being discussed.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Except if stated in the Articles of Incorporation or herein, every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 5. Voting on Decisions Requiring Payments of Monies to the Club. **Any Club decisions requiring payment to the Club of monies or annual dues by its members shall require a total vote of eighty percent (80%) of all Directors of the Club.** Once a vote is taken, any member of the Club who does not want to pay their portion of the monies owed does not have to do so. However, upon failure of a member to pay such sum timely, the member then automatically forfeits membership in the Club. Further, such member shall, thereafter automatically cease to be a member of the Board of Directors and shall cease to be an officer of the corporation. No dues or assessment shall constitute a lien against or legal obligation of any member.

ARTICLE VII - OFFICERS AND THEIR DUTIES

Section 1. Duties of President.

The President shall preside at all meetings of the Members and the Board of Directors; shall coordinate the general and day-to-day routine management of the affairs of the Club, shall see that all orders and resolutions of the Board are carried into effect, and shall sign all leases, mortgages, deeds, promissory notes and other written instruments, documents and orders issued by the Club. The President shall report on the status of the Club at every membership meeting. The President shall appoint committees and appoint other members to offices not requiring an election by membership. The President shall be a recognized member of all committees of the Club.

Section 2. Duties of Vice-President.

The Vice-President shall act in the place and stead of the President in the event of the absence, or inability to act of the President, and shall perform such other duties as may be required of him/her by the Board of Directors.

Section 3. Duties of Recording Secretary.

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep the corporate seal of the Club and affix it on all papers requiring said seal, and shall perform such other duties as prescribed by the Board or President.

Section 4. Duties of Corresponding Secretary.

The Corresponding Secretary shall prepare communications of the Club, and give notice to the members of all matters, as required by statute, the Articles of Incorporation, these Bylaws, or as instructed by the Board of Directors. Further, the corresponding Secretary shall perform such other duties as directed by the Board of Directors.

Section 5. Duties of Treasurer.

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Club and shall disburse such funds as directed by resolution of the Board of Directors; shall cosign, with the President, all Promissory Notes of the Club; keep proper books of account; cause an annual audit of the Club books to be made by two volunteers of the current membership or by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership present at its regular annual meeting, and have copies available for the members at the meeting location of the Club. The treasurer is further responsible for keeping the current membership list of members who have fulfilled their required Membership Dues and distribute the list and any updates to the Board.

Section 6. Duties of Directors-At-Large.

The Directors-At-Large shall participate in all matters of the Board of Directors as members of such Board. The Directors-At-Large members shall furthermore perform such duties as are assigned to them by majority vote of the Board. The Board may function without any or all Directors-At-Large members in the event of resignation or an open position of that office.

ARTICLE VIII - COMMITTEES

Committees and all Committee Chairpersons are to be appointed by the President as needed and shall serve as directed. All committees are responsible to provide periodic reports to the President and Board as required.

ARTICLE IX - BOOKS AND RECORDS

Section 1. Requirements. All books and records will be kept in accordance with Federal requirements and Arizona Revised Statutes Title 10, Chapter 16, Article 1 (Records), Section 10-1601 (Corporate Records).

Section 2. Financial Reports. To meet all federal requirements, financial reports will be held as permanent records of the club.

Section 3. Review. The books, records and papers of the Club shall at all times be subject to inspection by any member by appointment. Written reports may be requested in writing and may be provided upon approval of the Board of Directors.

ARTICLE X - NOTICE

Section 1. Method. Whenever under the provisions of the Arizona Revised Statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or member, and no provision is made as to how such notice shall be given, it shall not be construed to mean only personal notice, but rather any such notice may be given either personally, by electronic transmission (e-mail or fax), by first-class mail, by club newsletter, or by any combination of the above listed.

Section 2. Waiver. Whenever any notice is required to be given to any member or director of the Club under the provisions of the Arizona Revised Statutes, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - INDEMNIFICATION OF OFFICERS, DIRECTORS, MEMBERS, EMPLOYEES AND AGENTS

Subject to the further provisions hereof, the Club shall indemnify any and all of its existing and former directors, officers, members, employees, and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, member, employee, or

agent of the Club, whether or not any action is or has been filed against them and whether legal action brought or threatened is by or in the right of the Club or by any other person. Whenever any existing or former director, officer, member, employee, or agent shall report to the President of the Club that he/she has incurred or may incur expenses, including but not limited to legal fees, judgment, penalties, and amounts paid in settlement, or compromise in a legal action brought or threatened against ~~him or her~~ him/her or on account of any action or omission alleged to have been committed by him/her while acting within the scope of his or her employment as director, officer, member, employee, or agent of the Club, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall automatically be extended as specified herein.

ARTICLE XII - ACCOUNTS

Section 1. Checking Accounts. There shall be only one (1) checking account and any check written shall carry the signature of one of the following officers: President, Vice-President, or Treasurer. Under no circumstance is any signatory authorized to sign reimbursement checks for their own personal expenses incurred, unless under extenuating circumstances with the approval of the majority of the Board of Directors. Another Board member must sign an expenditure from the Treasurer or his/her family member.

Section 2. Savings Accounts. In case of the establishment of a savings account, withdrawal shall be made only after the approval by the majority of the Board of Directors present at a regular or special meeting.

ARTICLE XIII - CONFLICT OF INTEREST

Whenever a director or officer has financial or personal interest in any matter coming before the board of directors, the affected person shall 1) Fully disclose the nature of the interest and 2) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only if a majority of disinterested directors determine that it is in the best interests of the club to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIV - AMENDMENTS

All proposed amendments to these Bylaws must be presented, in writing, by the proposer(s) to the Board of Directors at least one (1) month prior to the date of action thereon, and the Board shall then

review said proposed amendment(s) and present the same, with its recommendations, for discussion and action at the next regular meeting of the membership of this Club.

ARTICLE XV - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Club shall begin on the first day of April and end on the 31st day of March of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Rules of Order. Unless otherwise specified herein, meetings of the Club are to be conducted in accordance with "Roberts Rules of Order."

Section 3. Corporate Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and which shall have inscribed thereon the name of the Club and indicate incorporation in the year 1966 in the state of Arizona.

Section 4. Disclaimer. Any provisions of these Bylaws, or any amendments thereto, which shall be contrary to the Articles of Incorporation of this Club, or any amendments thereto, shall be inoperative, and the Board of Directors of the Club, at a meeting of such Directors attended by a majority of said Directors, shall have authority to waive any requirements of the above and foregoing Bylaws, and any amendments thereto, provided that such action of said Board of Directors shall be ratified at the next meeting of the general membership of the Club.

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KNOW ALL MEN BY THESE PRESENT: That the undersigned, as Recording Secretary of the Corporation known as GERMAN-AMERICAN CLUB OF TUCSON, INC., does hereby certify that **the above and foregoing revised Bylaws were duly adopted by the Board of Directors** of said Corporation on the **14th day August, 2022**, and the membership of said Corporation on the **6th day of November, 2022** and that they do constitute the Bylaws of the Corporation.

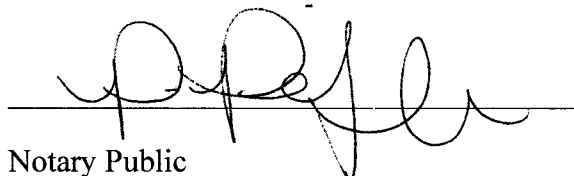


Recording Secretary

STATE OF ARIZONA)
) SS.
COUNTY OF PIMA)

SUBSCRIBED AND SWORN to before me this. 8th day of November 2022

by Peter Kron



Notary Public

My Commission Expires: 10/25/2024

