

As amended by the Annual Meeting of Members, \_\_\_\_\_

## **BY-LAWS OF THE GERMAN SOCIETY**

CONTRIBUTING FOR THE RELIEF OF DISTRESSED  
GERMANS IN THE STATE OF PENNSYLVANIA\*

Now known as

### **“The German Society of Pennsylvania (The Society)”**

#### **ARTICLE I Objects of the Society**

**1.1-**The German Society of Pennsylvania, through its programs, activities, Library holdings as well as outreach and educational efforts, seeks to further the understanding of German and German-American contributions to U.S. history and the growth of U.S. culture.

**1.2-**In accomplishing its objectives, the Society engage exclusively in non-profit activities such as charitable, educational, scientific, literary pursuits 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 or successor Federal tax laws.

#### **ARTICLE II Stated Officers**

##### **2.1- The Officers and Terms**

**A]** The Stated Officers shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other offices as the Board of Directors may designate. The Stated Officers shall be elected by the members of the Society as provided herein. Each Stated Officer shall be limited to serve three (3) consecutive two-year terms in any one office, and until such officer’s successor has been duly elected or appointed.

**B]** Section 2.1- A shall take effect with the elections for the year 2007.

**C]** Any such officer may stand for election after an interval of one (1) year following the expiration of the term limit herein.

**D]** They must be citizens of or duly registered aliens resident in the United States and members of the Society in good standing.

#### **ARTICLE III Board of Directors**

##### **3.1-Number of Directors.**

**A]** The Board shall consist of fifteen (15) elective members and the Stated Officers.

**B]** They must be citizens of or duly registered aliens resident in the United States and members of the Society in good standing.

##### **3.2-Terms of Office.**

**A]** The number of elective directors of the Society is fifteen (15). They shall be divided into three (3) classes of (5) five each. One (1) class shall be elected in each successive year for the term of three (3) years, so that in each succeeding year hereafter a new class of five (5) shall be elected.

**B]** There shall be a limit of three (3) successive full or partial terms for each director effective with the elections for the year 2023. Any such director may stand for election after an interval of one (1) year following the expiration of the third (3rd) term.

### **3.3-Powers and Duties of the Board of Directors.**

**A]** The business and affairs of the Society shall be under the general supervision of the Board of Directors, except as otherwise required by the Non-Profit Corporation Act of Pennsylvania (the "Act") or these By-Laws.

**B]** The Board shall have the authority to adopt policies which complement these Bylaws in regulating the business and affairs of the Society. Pursuant thereto, the Board of Directors has adopted a Statement of Principles Governing Endowment Investment and Funds Withdrawal which provides that the policies set forth therein only be amended by a vote of 85% of the Directors present at a meeting at which a quorum is present. The Statement of Principles referred to above shall be added to the bylaws as Exhibit A.

**C]** Each Board member shall serve on at least one (1) Committee, shall use best efforts to secure funding for the Society, and shall use best efforts to act in the best interest of the Society.

**D]** The Board may, by a two-thirds (2/3) majority, remove from Board membership any member whom the Board finds: {1} continually and recurrently puts forth little or no effort to advance the purposes of Section 3.3- C; or {2} acts in a manner or makes a declaration contrary to the said purposes; or {3} is absent from three (3) Board meetings within a period of twelve (12) months in office. The procedure for such removal shall be the same as that specified in Section 13.2- C.

### **3.4-Director Emeritus.**

**A]** The Board of Directors may designate a present or former director as a Director Emeritus.

**B]** Each former President of the Society shall be a President Emeritus.

**C]** Emeritus members of the Board shall be entitled to attend all meetings of the Board but shall not have any voting rights.

### **3.5-Executive Committee.**

**A]** The Executive Committee shall consist of the officers of the Corporation. Members of the Board of Directors may attend any meeting of the Executive Committee.

**B]** The Executive Committee shall have and may exercise, between the meetings of the Board of Directors, the power and authority to take necessary, exigent operational decisions including personnel decisions.

**C]** The President or any two members of the Executive Committee may call meetings at any time, giving the purpose of the meeting and three (3) days' written notice to the Board of Directors of the date, place and time of the meeting. The President and three other officers shall constitute a quorum.

**D]** Actions taken by the Executive Committee shall be reported to the Board of Directors expeditiously and no later than the next Board meeting.

**E]** The Executive Committee shall appoint a sitting Stated Officer other than the President to serve at its pleasure as Executive Vice President in addition to his or her other office.

**F]** The Executive Vice President shall act in the President's stead for any and all of the purposes enumerated herein, in the event of the incapacity or death of the President, or upon delegation by the President.

#### **ARTICLE IV Nominations and Elections**

##### **4.1-Nominations.**

**A]** Any member of the Society may petition the Nominating Committee to propose any member for consideration by the Committee.

**B]** Names in nomination shall be solicited from the general membership no later than forty-nine (49) days preceding the annual meeting. At a regular meeting of the Board of Directors at least fourteen (14) days preceding the annual meeting of the Society, or at any adjournment thereof, the chair of the Nominating Committee shall certify to the meeting the offices to be filled at the next election. Nominations for such elective offices shall be made at this meeting by the Nominating Committee.

**C]** Any member of the Board of Directors may move to make an additional nomination or nominations provided such motion is duly seconded.

**D]** No person shall be deemed duly nominated under this Article unless the consent of such person to serve has been secured by the Chair of the Nominating Committee and unless such person has timely submitted a Statement of Vision and Commitment for the Society to the Chair of the Nominating Committee.

**E]** The names of each nominee and the office and term or class for which nominated shall be sent to each member of the Society together with the notice of the annual meeting of members.

##### **4.2-Elections.**

**A]** Elections will be held at the annual meeting of members in each year, or at any adjournment thereof.

**B]** No person shall be eligible for election unless properly nominated according to the provisions of Section 4.1.

**C]** In the event of a contest for any office, the Secretary shall prepare and distribute a ballot to the members of the Society present in person at the meeting and the President shall appoint a Judge of Election to tabulate the votes. The said ballot may reflect the contested offices only.

#### **ARTICLE V Meetings of the Board of Directors**

##### **5.1-Regular Meetings.**

**A]** Regular meetings of the Board shall be held as recommended by the President and approved by the Board of Directors, at such date, place and time as specified in the notice of the meeting, in order to conduct the affairs of the Society.

**B]** At least one (1) meeting shall be held each quarter.

**C]** One (1) of the quarterly meetings shall be held jointly with the annual meeting of members.

**5.2-Special Meetings.** The President may, and upon request of five (5) members of the Board of Directors, stating the purpose shall, call special meetings of the Board upon notice to the members of the Board stating the date, place, time and purpose thereof.

**5.3-Notice of Meetings.** Notice of the meetings (except adjourned meetings) shall be sent to each member of the Board in writing addressed to the member of the Board, at least three (3) days prior to the date of such meeting.

**5.4-Adjourned Meetings.**

**A]** Regular or Special meetings may be adjourned to another day by a vote of a majority of those present even though less than a quorum.

**B]** Any business that might have been transacted at the regular or special meeting may be transacted at the adjourned meeting.

**C]** Reasonable notice of any adjourned Board meetings shall be given to the absent Board members.

**5.5-Quorum.**

**A]** A quorum shall consist of a majority of the at least ten (10) members of the Board of Directors then in office.

**B]** All action shall be taken by the affirmative vote of a majority of the Board present.

**5.6-Order of Business at Regular Meetings.** The order of business of regular meetings shall be set forth in the agenda prepared by the President and approved by the Board.

**5.7-Order of Business at Special Meetings.** The notice of the meeting shall be read and no business may be transacted other than that referred to in the notice.

**5.8-Teleconference Meetings.** One (1) or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

**5.9-Creation and Composition of Advisory Boards.**

**A]** The Board may, in its discretion, establish one (1) or more Advisory Boards which may include as members persons who are not members of the Board.

**B]** Such Advisory Boards shall have no voting powers and shall have only such responsibilities and duties as delegated to it by the President or the Board.

**5.10-Action Without Meetings.** Any action required or permitted to be taken may be taken without a meeting of the Board of Directors if all of the Directors consent in writing and if the written consents are filed with the records of the Board. Such consents shall be treated for all purposes as a vote at a meeting and may be delivered electronically or by any other method whereby they are printed and filed with Board reports.

## **ARTICLE VI Vacancies and Resignations**

**6.1-Vacancies.** The Board of Directors may fill any vacancy occurring in any of the elected Directors and in any of the Stated Officers for the unexpired portion of the current term, including such elective office or offices as were not filled at the preceding annual election.

### **6.2-Resignations.**

**A]** Any member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Society, unless some later time may be fixed in the resignation, and then from that date.

**B]** The acceptance of the resignation by the Board shall not be required to make it effective.

## **ARTICLE VII Duties of Officers**

### **7.1-President.**

**A]** The President shall be the chief executive officer of, and spokesperson for, the Society.

**B]** The President shall exercise supervision over the property, affairs, and activities of the Society, and shall see to it that the several officers, committees and employees properly perform their duties.

**C]** The President shall preside at all meetings of the members and the Board of Directors.

**D]** The President shall, by and with the approval of the Board of Directors and in consultation with the appropriate Vice President, appoint the chairs of all committees, of which the President shall be an ex-officio member.

**7.2-Vice President.** Each Vice President shall have such powers and perform such duties as may be delegated by the President.

**7.3-Secretary.** The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the members; shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be delegated by the President.

**7.4-Treasurer.** The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Society are maintained; shall cause financial reports to be provided to the Board as requested, but not less than quarterly, and to the members as requested, but not less than annually; shall oversee the preparation of the annual budget in cooperation with the Finance Committee; and shall perform such other duties as may be delegated by the President.

## **Article VIII Solicitor**

### **8.1- Appointment, Qualifications and Duties.**

**A]** The Solicitor shall be designated by the Board and shall be an experienced and duly accredited attorney-at-law entitled to practice in Pennsylvania.

**B]** The solicitor shall be the authorized legal advisor of the Society and of its committees and shall review matters referred by the President.

## **ARTICLE IX Membership in the Society**

**9.1-Qualifications for Membership in the Society.** Any person of legal age and good repute who shares the objectives of the Society shall be eligible for membership in the Society.

### **9.2-Election to Membership.**

**A]** The President shall, from time to time, direct the Secretary to notify all persons with Board of Directors voting rights of the names of those who have applied for membership, and of the member sponsoring each such applicant.

**B]** If none of the persons with Board voting rights directs an objection in writing to the Secretary within fourteen (14) days of notification, each such applicant shall be deemed admitted to membership. Membership cards and welcome letters shall then be issued to those admitted to membership.

**C]** If a timely objection to admitting any applicant for membership is received by the Secretary, the question of admitting or denying admission to the said applicant to membership shall be placed on the agenda of the next regularly scheduled Board meeting.

## **ARTICLE X Meetings of Members of the Society**

**10.1-Annual Meeting.** The annual meeting of the members shall be held ~~jointly with a regular meeting of the Board of Directors~~ at the Society or any other place in Pennsylvania specified in the notice of the meeting, ~~on the fourth Monday of April in the second quarter~~ each year or on such other date specified by the Board of Directors and included in the notice of meeting.

**10.2-Special Meeting.** The President may, and upon written request of five (5) members of the Board of Directors or of twenty-five (25) members of the Society, stating the purpose shall, call special meetings of the members, upon notice to the members stating the date, time, place, and purpose thereof.

**10.3-Notice of Meetings.** Notice of all meetings (except adjourned meetings) shall be sent to each member in writing, addressed to the members at the address last appearing on the books of the Society, at least ten (10) days prior to the date of such meeting.

### **10.4-Adjourned Meetings.**

**A]** Regular or special meetings may be adjourned to another day by a majority of those present even though less than a quorum.

**B]** Any business that might have been conducted at the regular or special meeting may be conducted at the adjourned meeting.

**C]** No notice of the adjourned meeting need be given.

### **10.5-Quorum.**

**A]** Twenty-five (25) members in good standing shall constitute a quorum at any and all meetings of the members.

**B]** All action except election of officers and directors shall be by vote of the majority of those members present and entitled to vote at such meeting.

**C]** Election of officers and directors shall be by a plurality of members present and entitled to vote at such meeting.

**10.6-Order of Business at the Annual Meeting.** The order of business at the Annual Meeting shall be set forth in the agenda prepared by the President and approved by the meeting.

**10.7-Order of Business at Special Meetings.** The notice of the meeting shall be read, and no business may be conducted except that referred to in the notice.

## **ARTICLE XI Voting Rights**

**11.1-**Each member of the Society in good standing shall be entitled to one (1) vote, to be cast in person, on all questions requiring action by the members.

## **ARTICLE XII Dues**

**12.1-**Members shall pay such dues and assessments as the Board of Directors may from time to time decide.

## **ARTICLE XIII Suspension and Removal of Members**

### **13.1-Members in Arrears.**

**A]** A member who is in arrears in the payment of dues or assessments for at least one (1) year shall be deemed a member not in good standing and shall not be entitled to notice of meetings or to vote thereat while in such default. Such members may thereafter and while the default continues, be suspended or dropped from membership as and whenever the Board of Directors may decide.

**B]** The Board may, however, waive the payment of back dues for any period, or suspend same, if and as long as it deems the case deserving.

### **13.2-Removal Procedures.**

**A]** A member may be removed by majority vote of the Board of Directors at any regular or special meeting of the Board called for that purpose, but only for cause.

**B]** Cause shall include but not be limited to the following: open support or advocacy by such member (in the capacity of membership in the Society) of discrimination or prejudice based on race, religion, sex or national origin; public conduct by such member which is materially inconsistent with the objects of the Society; and conviction of such member of a felony.

**C]** Any member of the Society who may be subject to removal shall be notified in writing at least ten (10) days before the meeting of the Board at which the proposed removal shall be considered and voted upon. Such member shall have the right to appear before the Board of Directors at such meeting, accompanied by legal counsel selected by such member, to present such member's position on the proposed removal.

**D]** Upon removal by the Board pursuant to the foregoing, any such former member shall

not be entitled to attend any activities of the Society and shall immediately terminate any other private or public association with the Society.

#### **ARTICLE XIV Life Members**

##### **14.1-Life Membership.**

**A]** The Board may elect any person to life membership upon payment of such amounts as the Board may from time to time determine.

**B]** A life member shall not be required to pay dues or assessments thereafter (except as may be required by law), but shall have all of the rights of membership.

**14.2-Honorary Life Membership.** Upon the recommendation by the President and action by the Board, honorary life membership may be conferred for outstanding or meritorious services to the Society.

#### **ARTICLE XV Nonprofit Provision**

**15.1-**None of the Directors, Officers or members of the Society, as such, may receive or accept any gain or profit from the Society for the performance of their prescribed duties. The Board may, however, compensate any member, officer or director for special services rendered, and he or she may enter into contract with the Society in the due course of his or her business or profession. Such compensation must be reviewed and approved and shall be reasonable and fair to the Society in accordance with the Board's Conflict of Interest Policy and state law.

#### **ARTICLE XVI Sub-Committees**

**16.1-**With the approval of the Board of Directors, the President shall designate the sub-committees of the Board of Directors and their respective chairs or co-chairs.

##### **16.2- Terms and Membership**

**A]** The chairs or co-chairs of each sub-committee shall serve a term concurrent with the term of the President who recommends the approval of the Board, but may be removed by the Board of Directors sooner for cause.

**B]** The chairs shall select the members of their respective sub-committees in consultation with the President.

#### **ARTICLE XVII Limitations of Power of Committees**

**17.1-**None of the Committees of the Society shall have the power or authority to obligate the Society except as provided in the annual budget or otherwise approved by the Board.

#### **ARTICLE XVIII Library**

**18.1-Librarian.** One or more librarians shall be employed by the Board of Directors.

**18.2-Use of the Library.** The terms and conditions of the use of the Library by the members and other interested persons shall be according to policies and rules approved by the Board of Directors, upon recommendation of the Library Committee.

## **ARTICLE XIX Audits**

**19.1-External.** The Board of Directors shall designate an independent accounting firm to audit the annual financial statements of the Society.

**19.2-Internal.** The President with the approval of the Board of Directors may appoint an Auditing Committee which shall examine and report on one (1) or more accounts and make a report thereon at the next annual meeting of members.

## **ARTICLE XX Endowments**

### **20.1-Purpose, Administration, and Disposal**

**A]** The Society shall maintain an Endowment Fund to receive gifts of cash or publicly traded securities, tangible assets, and bequests. Investment of the fund assets shall be administered by the Treasurer in cooperation with the Finance Committee of the Society.

**B]** The purpose of the Endowment Fund is to support a portion of the Society's operating and/or capital expenses. Up to 5% of the average fair market value of the Fund, calculated over 20 trailing quarters, may be used each year for this purpose and for fund administration.

**C]** The Endowment shall continue in existence and be used as herein provided, so long as the Society shall continue to exist. In the event of the dissolution of the Society, the Endowment shall be dispersed as all other property of the Society according to Article XXI-21.3, or it may be maintained under a trustee named by the Board, and its income used to support organizations described in XXI-21.3.

## **ARTICLE XXI Disposal of Assets of the Society**

**21.1-Withdrawals/Transfers.** None of the funds of the Society, or the contents of any safe deposit box registered in the name of the Society, may be withdrawn or removed, nor any of its securities transferred except on the signature of any two (2) of the following: any of the Stated Officers and/or the Executive Director.

**21.2-Mortgages.** A two-thirds (2/3) vote of the Board of Directors at a stated board meeting and a two-thirds (2/3) vote of the membership at a regular stated meeting of the membership shall be required to mortgage real estate of the Society.

**21.3-Disposal Procedures.** In the event of the dissolution of the Society, the Board of Directors or in the absence thereof, governing staff shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society in such manner, or to such organization(s):

- organized and operated exclusively for charitable, educational, historical and cultural purposes as shall at the time qualify as (an) exempt organization(s) under § 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), and that
- have objectives and mission similar to the Society,

as the said Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes as said Court shall determine.

## **ARTICLE XXII Nondiscrimination**

**22.1-** Admission to and use of any Society facilities will be open to all, regardless of race, color, religious creed, or sexual preference.

## **ARTICLE XXIII Liability and Indemnification**

**23.1-General Rule.** A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

*Provided, however,* the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

**23.2-Indemnification.** The Society shall indemnify any officer or Director or employee or representative of the Society who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not by, or in the right of, the Society by reason of the fact that such person is or was a representative of the Society against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Society, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Society unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the

Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**23.3-Procedure.** Unless ordered by a court, any indemnification under section 21.2 or otherwise permitted by law shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such covered person has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;

(2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

(3) by the members.

**23.4-Advancement of Expenses.** Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

**23.5-Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director or employee or representative of the Society and shall inure to the benefit of the heirs, executors and administrators of such person.

**23.6-Other Rights.** This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.

**ARTICLE XXIV Amendments.** The By-Laws may be amended in whole or in part only in the following manner:

**A]** Proposed amendments may be presented at a regular meeting of the Board if preliminary notice of an intention to present amendments, with a full draft thereof, has been delivered to the Secretary, at least ten (10) days prior to the date of the next regular meeting of the Board, at which the amendments are to be presented, and reference thereto, without summary or copy of the proposed amendments, shall be included in the notice for such meeting.

**B]** The proposed amendments shall then be presented and read at such meeting, and if approved by the Board shall be submitted for final action by the members of the Society at the next annual meeting, or at a special meeting called for the purpose.

**C]** The notice for such meeting at which final action is to be taken by the members shall contain a copy of the proposed amendments.

**D]** In no event shall the notice of the meeting for final action by members be effective for this purpose unless it has been deposited in the United States mails at least ten (10) days prior to the date of such meeting.

**E]** A majority of the members present and entitled to vote at such meeting, a quorum being in attendance, shall be required for the adoption of the proposed amendments.

\*Historic wording from the establishment of the Society on December 26, 1764

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