

**CONSTITUTION of the
AMERICAN INTERNATIONAL WOMEN'S CLUB OF COLOGNE e.V.**

**ARTICLE I
NAME**

The name of this organization shall be the American International Women's Club of Cologne e.V. It is a non-profit, non-political, non-denominational organization. Its seat is in Cologne.

**ARTICLE II
PURPOSE**

The American International Women's Club of Cologne e.V. ("Club") shall pursue, exclusively and directly, social and charitable goals relating to furthering understanding among peoples, within the meaning of the section of the German tax laws defining "*steuerbegünstigte Zwecke*" (tax privileged purposes).

- A. The purpose of the Club shall be achieved as follows:
1. The support of members and their families living in the Cologne area as they adjust to life in Germany, through information and advice relating to life in Cologne, as well as through the provision of contact persons with common cultural interests etc.
 2. The provision of a forum in which to speak English.
 3. The advancement of cultural exchange among Americans, Germans, and other nationalities via discussion and activities relating to themes of common interest, as well as through the offer to make instruction in the English language available to schools in Cologne.
 4. The support of local and world-wide initiatives which help people in need, especially women and children, by providing them assistance to find the means to help themselves (e.g. via clothing, book and money donations).
- B. The Club is a non-profit organization. It does not pursue economic gain as its primary goal. Funds of the Club shall only be used in pursuit of the purpose stated above. Members shall receive no compensation from the Club that is not in accordance with the purpose of the organization nor receive disproportionately high compensation for services rendered to the Club.

**ARTICLE III
MEMBERSHIP**

The Club shall consist of Regular, Associate, Lifetime, Honorary and Non-resident Members. Voting Members consist of Regular, Associate, and Lifetime Members. Ultimate responsibility for all decisions regarding applications for membership and termination of membership rests with the Executive Board, whose decisions are binding.

- A. Regular Membership
1. Persons eligible for Regular Membership are limited to those women living in the Cologne area who hold U.S. passports, or are married to U.S. citizens, or who have children who are U.S. citizens, or who have a parent who is a U.S. citizen.
 2. Membership is accepted with the approval of the Executive Board upon the receipt of a completed application and payment of dues and must be renewed by the timely payment of annual dues.

B. Associate Membership

1. Associate Membership shall be limited to women living in the Cologne area who have an interest in the purpose of the Club, but who do not meet the requirements for Regular Membership.
2. Membership is accepted with the approval of the Executive Board upon the receipt of a completed application and payment of dues and must be renewed by the timely payment of annual dues.
3. Associate Members shall enjoy normal club privileges including voting privileges.
4. An Associate Member shall be eligible to hold any Board position except President, Vice-president and Parliamentarian. Total voting positions on the Executive Board shall consist of no more than three (3) Associate Members.

C. Honorary Membership

1. Honorary membership may be conferred by simple majority vote of the Executive Board upon persons having a close association with the Club by virtue of their position in the community.
2. Honorary Members shall be notified of their membership by letter. They will receive the Club newsletter for the duration of their membership. Honorary Members shall not pay dues, nor shall they have voting rights.
3. An Honorary membership shall automatically cease when the person leaves their position.

D. Lifetime Membership

1. Lifetime membership may be conferred by unanimous vote of the Executive Board upon long-standing Club members who have made a significant contribution to the Club during the course of their membership.
2. Lifetime Members shall enjoy all the privileges of membership, including voting, but shall not be required to pay dues.

E. Non-resident Membership

1. Non-resident membership shall consist of those former members who no longer reside in the Cologne area, but wish to retain membership.
2. Non-resident Member status must be approved by simple majority vote of the Executive Board upon application by the former member desiring such status.
3. Non-resident Members may not vote or hold office. However, payment of dues shall entitle them to receive a digital version of the Club newsletter if they so desire.

ARTICLE IV THE BOARD

The Club shall be guided by a Board, consisting of the Executive Board and the chairpersons of the standing committees as defined below.

A *Executive Board*

1. The Club's officers shall be President, Vice-president, Secretary, Treasurer, Membership Chair, Events Chair, and the Club representative to the Federation of American Women's Clubs Overseas (FAWCO) for as long as the Club's membership in FAWCO is maintained.
2. The President and Vice-president shall be Regular Members. The Secretary, Treasurer, Membership Chair, Events Chair, and FAWCO representative may be either Regular Members or Associate Members.
3. The seven officers as described in Art.IV.A.1 together with the immediate past president, who shall function as parliamentarian, or if the past president is not available then a Regular Member appointed by the president, shall constitute the Executive Board. The Executive Board shall hold regular board meetings, to be convened by the President. Executive Board members are required to attend all such meetings. Chairpersons of the standing committees are encouraged to attend Board meetings.
4. Officers shall be elected as set forth in Articles VII and VIII below at the Annual General Meeting to be held once each fiscal year. The Officers shall assume office as of the first day of July following their election and shall serve for a period of one year or until their successors are elected.
5. If deemed necessary by the Executive Board, an assistant may be nominated and appointed for any given Executive Board member. The assistant may attend board meetings in the absence of that elected Executive Board member, and as such may be counted for the determination of a quorum and may vote.
6. The Executive Board shall be responsible for the administration of Club business and for the accomplishment of the Club purpose as set forth in this Constitution. To those ends, the Executive Board shall have the authority to disburse Club funds for necessary expenses and for the accomplishment of organizational objectives. Such decisions taken by the Executive Board are binding.

B. *Committees*

1. The Club shall have standing committees to fulfill Club objectives.
2. Chairpersons for these committees (except for the Events Chair who is an elected member of the Executive Board) shall be appointed by the Executive Board from among the Regular Members and Associate Members, and together with the Executive Board, shall constitute the Board.
3. Standing Committee chairpersons may attend Board meetings as advisors to the Executive Board.
4. The Executive Board has the authority to create special committees as the need arises to carry out the administration or purpose of the Club.

C. Legal Representatives

The President, Vice-President, and the Treasurer, shall together and separately have the authority to represent the Club formally and in accordance with the definition of “*Vorstand*” as set forth in Section 26 of the German Civil Code (BGB).

D. Filling Vacancies on the Executive Board

The Executive Board shall elect persons to fill vacancies on the Executive Board occurring before the end of the one year term. Any officer elected in this manner shall serve only until the next regular election. The Vice-President shall fill the vacancy of the President; however, in the event that the Vice-President is not available, the Executive Board may appoint a new President to serve until the next regular election.

E. Removal of Board Members

All members of the Board may be removed from office for failure to perform their official duties. The issue of removal may be brought to a vote before a quorum of the Executive Board under the following conditions:

1. An Executive Board Member has failed to attend three (3) official board meetings and has not been represented at these meetings, or
2. An Executive Board Member has failed to file an oral or written monthly report on their activities for two (2) official board meetings, or
3. A Board Member has failed to perform her official obligations to such an extent that the performance of other members’ official duties is severely impeded or the membership as a whole is negatively affected.
4. No Board Member shall be removed except by a two-thirds (2/3) vote of the Executive Board, and after being afforded an opportunity to be heard.
5. Any changes in the composition of the Board shall be reported in the Club bulletin.

**ARTICLE V
ANNUAL GENERAL MEETING
TERMS OF OFFICE**

A. Annual General Meeting

The Annual General Meeting (AGM) shall take place once every fiscal year.

1. The Executive Board shall call the AGM at least fourteen (14) days in advance by announcing the proposed agenda in writing, via post or email, to all members.
2. The President, the Vice-President, the Treasurer, the Membership Chair, the FAWCO Representative and the Events Chair shall present an annual report to the Club membership at the AGM.
3. A written record (Minutes) shall be kept at the Annual General Meeting and signed by the President and the Secretary. The Minutes, which include all resolutions passed as well as the election results, shall be transcribed and translated into German. Copies of the signed Minutes shall be provided to the *Vereinsregister des Amtsgerichts Köln* (Club Register of Cologne) in accordance with German law.

B. Terms of Office

All Executive Board terms are one year. There are no set term limits. All Executive Board positions will be open and available to members at the end of each club year.

**ARTICLE VI
EXTRAORDINARY GENERAL MEETING**

An Extraordinary General Meeting shall be called by the Executive Board if this should be necessary in the interests of the Club or if one-third (1/3) of the voting membership are requesting such an extraordinary meeting. Written notice, via post or email, shall be given to the membership stating the purpose of such a meeting at least fourteen (14) days in advance.

**ARTICLE VII
QUORUMS**

A. Annual General Meeting

1. Fifteen percent (15%) of current Voting Members, including three Executive Board Officers, shall constitute a quorum for any general meeting of the membership. Absentee ballots are permissible and, if verified by the Executive Board, shall be utilized to make a quorum.
2. Resolution of any motion shall be by a two-thirds (2/3) majority of the Voting Members present including absentee ballots.
3. In the event that no Quorum is present, a second meeting will be announced and include the same schedule as the first meeting. This second meeting will have a quorum regardless of the number of voting members present.

B. Executive Board

1. Five (5) members of the Executive Board, including the President or the Acting President, shall constitute a quorum of the Executive Board.
2. Resolution of any motion shall be by a fifty-one percent (51%) simple majority of Executive Board members present.

**ARTICLE VIII
NOMINATIONS AND ELECTIONS**

A. Nominations

1. A Nominating Committee, comprised of three (3) Regular Members, shall be chosen by simple majority vote of the Executive Board at the Board meeting taking place three (3) months in advance of the Annual General Meeting.
2. The Nominating Committee shall solicit nominations for all officer positions from the Club membership.
3. The Nominating Committee shall present a proposed slate of officers at least two (2) weeks before the Annual General Meeting. The proposed slate shall be included in the agenda of the Annual General Meeting, which is to be sent via post or email to all Club members prior to the Meeting.
4. The Nominating Committee shall present the candidates for the Executive Board to the Club membership at the Annual General Meeting.
5. All nominations must have the prior consent of the nominee. In the event nominees wish to withdraw their name from the proposed slate, they must report the decision to the Nominating Committee at least forty-eight (48) hours prior to the Annual General Meeting.

B. Elections

1. The Nominating Committee shall compile a ballot to include all candidates for each officer position. The Executive Board shall manage the method of election.
2. The Club's voting membership shall cast their ballots for the slate of officers at the Annual General Meeting. The results will be tallied after ballots are cast and will be reported before the close of the Annual General Meeting.
3. Any Club member eligible to vote, but unable to attend the Annual General Meeting, may request an absentee ballot prior to the Meeting. In order to be counted, absentee ballots must be received, in hand, by the Parliamentarian no later than the day prior to the Annual General Meeting.

**ARTICLE IX
DUES AND DONATIONS**

A. Dues

1. Membership dues shall be paid annually. Membership (Regular, Associate and Non-resident) will be forfeited without further action if dues remain unpaid.
2. Members wishing to rejoin after termination of membership as set forth in Art.IX.A.1 must pay in full the amount overdue and may be subjected to a late fee, to be determined by simple majority vote of the Executive Board.
3. Members who have not paid their dues within a timely manner shall receive adequate notification that they will not receive the Club newsletter until dues have been paid.
4. The amounts of annual dues and potential late fees shall be proposed by the Treasurer and voted on by the Executive Board.

B. Donations

1. All members shall be permitted to make donations to the Club.
2. The Club may accept donations in support of the Club's purpose as set forth in Art.II. from third parties. The acceptance of such donations shall be subject to approval by the Executive Board.

**ARTICLE X
FINANCIAL ACCOUNTABILITY**

- A. The Club's fiscal year will be from July 1-June 30.
- B. The Treasurer shall present annually a proposed budget to the Executive Board. The budget shall be approved by simple majority vote of the Executive Board.
- C. The Club's financial accounts shall be audited yearly by a competent independent auditor to be appointed by unanimous vote of the Executive Board. Said Auditor shall work with the Assistant Treasurer and such other persons, with the exception of the Treasurer, who may be appointed by the Executive Board to conduct the audit. The Auditor shall present the findings of the audit as well as any recommendation to the Executive Board.

**ARTICLE XI
AMENDMENTS**

The Constitution may be amended at an Annual General Meeting or an Extraordinary General Meeting, by a two-thirds (2/3) majority vote as set forth in Art.VII.A., provided that the amendment, or notice thereof, shall have been submitted in writing, via post or email, to the Membership at least two (2) weeks before the voting date. Absentee ballots verified by the Executive Board shall be valid.

**ARTICLE XII
BY-LAWS**

- A. The By-Laws define membership responsibilities, Club functions, Club administration, Club policies, Club publications, and the distribution of duties among all Officers and Committee Chairpersons.
- B. The Executive Board is authorized to propose new By-Laws as well as changes to existing By-Laws.
- C. The By-Laws may be created or amended by unanimous vote of the Executive Board. Such changes are subject to verification by a two-thirds (2/3) majority vote as set forth in Art.VII.A. at the next held Annual General Meeting.

**ARTICLE XIII
DISSOLUTION OF THE CLUB**

- A. The Club can only be dissolved by a resolution passed during an Extraordinary General Meeting with a majority of two-thirds (2/3) of the entire voting membership.
- B. In case of dissolution of the Club or in case of abolition of the tax-privileged purpose, the assets of the Club will be given to Maecenata Stiftung, Adalbertstraße 108, 80798 Munich which shall be required to use the assets directly and only for charitable and benevolent purposes.

**ARTICLE XIV
SEVERANCE CLAUSE**

If, for any reason, any portion of this Constitution is deemed unconstitutional or in conflict with German law, that portion or clause shall be deemed severable from the remainder of the Constitution which shall remain in full force and effect.

**ARTICLE XV
EFFECTIVE DATE**

The effective date of this Constitution shall be July 1, 2018. All Constitutional regulations, By-laws, and policies in effect prior to this date shall no longer be enforced.

Cologne, July 1, 2018

Janet Davis, President

Sheila Zengerly, Secretary