

**BY-LAWS OF THE
UNITED GERMAN-AMERICAN COMMITTEE OF THE USA, INC®.**

A Pennsylvania Non-Profit Corporation

ARTICLE I. Purposes

- 1.1 The German-American Heritage Foundation of the USA® (now referred to as GAHF) was established in 1977 and chartered the following year as the United German-American Committee of the USA, Inc., as an independent, tax-exempt, educational not-for-profit organization.
- 1.2 GAHF is organized for charitable, educational, cultural and literary purposes. The goals of GAHF are: to assist and promote German-American friendship, goodwill and welfare on a personal, community and nationwide level; to educate German-Americans, Austrian-Americans and Swiss-Americans with respect to their cultural heritage and to strengthen their ethnic awareness; to promote, support and coordinate cooperative efforts among German-American organizations; to promote the study of the German language, culture, history and art; and to encourage the publication of literary works in – or translations from - the German language. In pursuing such purposes, GAHF shall not act so as to impair its eligibility for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.
- 1.3 GAHF shall establish and operate the German-American Heritage Museum of the USA™, an art and multi-media museum displaying art objects of cultural significance illustrating the story of German-speaking immigrants and their accomplishments and those of their descendants in building our nation. The art objects may utilize audio and visual means such as art, graphic images as well as images on film to illustrate the story. The museum shall be located in the District of Columbia, or such other location as the Board of Directors may determine. Excess office space that becomes available, from time to time, in the museum may be rented to parties that pursue purposes similar or complementary to those of the GAHF. The rental rate shall be the prevailing rate for comparable office space in Washington, DC. The income derived from space rental shall be solely used for covering expenses incurred by the museum for the benefit of the American public.

ARTICLE II. Office

- 2.1 The principal office of GAHF shall be at 719 Sixth Street, NW, Washington, DC 20001, or such other location as the Board of Directors may determine.
- 2.2 GAHF may have offices at such other places as the GAHF's board of directors (hereinafter called "Board of Directors" or "Board" or "BOD"), may select.

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ARTICLE III. **Membership and Dues**

- 3.1 Membership in GAHF shall be open to those clubs and individuals who support the purposes of the GAHF.
- 3.2 There shall be two types of members (“Members”): a. German-American clubs (“Member Clubs”) and b. individual Members (“Individual Members”).
- a. Member Clubs shall be those Member Clubs who pay annual dues to the GAHF as set by the Board, based on their reported membership count (\$50 per minimum should member be count less than 50).
- b. Individual Members shall be any person at least 16 years of age, i.e., student members, and of good repute who pays annual dues to GAHF as set by GAHF’s Board of Directors. For the purpose of voting rights, a member must be at least 18 years of age.
- 3.3 Members shall pay such dues as the Board may from time to time determine by April 1st of each year to be considered in good standing.
- 3.4 The Board of Directors shall have the authority to not accept or suspend membership upon a two-thirds (2/3) vote of the Board members present. Except for failing to pay dues, no member shall be suspended without first having received notice of suspension and having an opportunity to appear before the Board of Directors. No membership shall be refused or suspended except for good cause and not in contravention of Pennsylvania or Federal law.
- 3.5 **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 GAHF. The benefits accruing to this membership level shall be determined by the Board.

ARTICLE IV. **Meetings of Members**

- 4.1 **Annual Meeting.** The annual meeting of the members is for the election of the Board of Directors as provided in these By-Laws and for the transaction of general business. At the call of the President or upon two-thirds vote of the Board, the annual membership meeting shall be held once each calendar year on a date determined by a two-thirds vote of the Board, at the principal office of GAHF, or at such other place as the Board of Directors may from time to time prescribe.
- 4.2 **Special Meetings.** The President may call a special meeting of the members upon written request of five Board members or of 25 members of GAHF, stating the purpose of the meeting. The Secretary will call a meeting to be held not more than sixty days after the

receipt of such request. The meeting notice must state the time, place and purpose thereof. If the Secretary shall neglect or refuse to issue such a call, the person or persons making the request may do so.

- 4.3 **Notice of Meetings.** Written notice of the time and place of all meetings of the Members (except adjourned meetings) shall be given to each Member at least ten days prior to the date of the meeting, or such shorter period as may be determined from time to time by the Board of Directors. In the case of special meetings of the members, the notice shall specify the general nature of the business to be transacted.
- 4.4 **Adjourned Meetings.** Any meeting may be adjourned to another day by a majority of those present even if less than a quorum. Any business that might have been conducted at the meeting may be conducted at the adjourned meeting. No notice of the adjourned meeting need be given.
- 4.5 **Quorum of Members.** At all meetings of the Members, the presence, in person or by proxy, of twenty-five members entitled to vote at such meeting shall constitute a quorum, and in the absence of a quorum no business shall be transacted. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough delegates to leave less than a quorum. Except as otherwise provided in the Articles of Incorporation or by law, if a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, subject to the limitation as to time set forth in these By-Laws. In the case of any meeting called for the election of the Board, those who attend the second of such adjourned meetings, although less than a quorum for the purpose of electing Directors, shall nevertheless constitute a quorum for the purpose of electing the Board. In the case of any meeting called for any purpose other than that of electing Directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this Section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting stating that those delegates who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each delegate of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting.

ARTICLE V. **Voting Rights**

- 5.1 Members entitled to vote at any meeting of the Members of GAHF shall be the Individual Members or delegates of Member Clubs, if deemed in good standing.
- a. Members unable to attend the membership meeting in person, may do so via the teleconference service provided or via Proxy/Ballots submitted to GAHF office, or such

other location as may be established by the Executive Committee no later than five days prior to the meeting. Proxy/Ballots received after that time shall be null and void.

- b. Member Proxy/Ballots are only valid if accompanied by a Dues Payment of at least the \$100 level or if it can be demonstrated that the dues of at least that level have been paid for that calendar year.
- c. Member Clubs are entitled to the number of votes dependent upon the lesser of the number of club members, reported by the Member Club President and the size of the clubs' dues payment having been made, with the minimum dues payment of at least \$1.00 per club member claimed (minimum dues payment of \$50), in accordance with the following schedule:
 - 1. Fifty (50) or under fifty (50) members..... 1 vote
 - 2. 51 to 250 (250) members..... 2 votes
 - 3. 251-to 500 (500) members..... 3 votes
 - 4. 501 to 1000 members..... 4 votes
 - 5. 1001 to 1500 members..... 5 votes
 - 6. 1501 to 2000 members..... 6 votes
- d. Club Presidents or delegate(s) named by the club may vote in person, via teleconference or send in a Proxy/Ballot.

5.2 **Majority Vote.** Except as otherwise specified in these By-Laws or in the Articles of Incorporation or as provided by law, all matters shall be decided by the vote of a majority of the members then entitled to vote, present in person or represented by proxy.

5.3 **Voting Lists.** The Secretary of GAHF shall maintain a complete record of the members and of the delegates, if known, entitled to vote at the meeting with the address of each, which record shall be kept on file at the registered office of GAHF and shall be subject to inspection by any member at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

5.4 **Election of Board of Directors.** The BOD will be elected or reelected by a simple majority of votes cast in person, by teleconference attendance and/or those cast by Proxy/Ballot. Elected Officers and Directors will take office effective immediately. Board Members leaving due to resignation or non-reelection will remain in office until the start of the next regularly scheduled Board meeting.

5.5 **Nomination to Board of Directors:**

- a. **Nominating Committee.** At the first-quarter Board meeting in each calendar year, the President shall appoint a Chair of the nominating committee ("Nominating Committee") and the Board shall elect two additional Directors as members of the Nominating Committee. The Nominating Committee shall be responsible for submitting to the Annual Meeting the

members' recommendations for Board Member candidates.

- b. **Notifications to Members.** A written communication to all members shall publish the names and contact information of the Nominating Committee members along with the invitation to the Members to propose to the Nominating Committee by September 1 of the calendar year candidates for the Board of Directors.
- c. **Nominating Committee Recommendations.**
 - 1) After reviewing the qualifications of the candidates and with approval of the Executive Committee, the Nominating Committee shall decide which candidates to recommend to the membership assembly. The chairperson of the Nominating Committee shall present the recommended candidates to the Secretary of the GAHF no later than October 1st.
 - 2) The Notice of the annual membership meeting and an invitation to attend shall be sent to all Members and Member Clubs by the Secretary no later than October 10. This mailing will include the list of nominations to the Board of Directors for Officers and Directors, dues notice and the Proxy/Ballot and any other items which may be needed to conduct the annual membership meeting.
 - 3) 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 GAHF to the Chair of the Nominating Committee along with a professional photo.
 - 4) Any member of the BOD may move to make an additional nomination(s) provided such motion is duly seconded at the time the Nominating Committee presents the slate to the BOD.
 - 5) **Elections.** Election of Officers and Directors will be held at the annual meeting of the members in each year, or at any adjournment thereof. In the event of a contest for any BOD seat, the Secretary shall prepare and distribute a ballot to the members of the GAHF and the President shall appoint a Judge of Election to tabulate the votes. This ballot may contain the contested seats only. Elections of officers and directors shall be by a plurality of the votes cast at the annual meeting of members. There will be no nominations from the floor at the Annual Meeting.

ARTICLE VI. **Board of Directors**

6.1 The general management of the affairs of GAHF shall be vested in the Board of Directors (BOD). The BOD shall consist of the Officers and at least fifteen (15) Directors but no more than eighteen (18) Directors. The manner of election, time and place of the annual Board meeting, tenure in office, duties, and authority of the Directors shall be prescribed by these By-Laws.

- a. The BOD shall have all powers and authority necessary for the management of the

business of GAHF, including the power to borrow money, or to purchase, sell, lease or otherwise dispose of any real estate, and do all lawful acts which are not by these By-Laws or by statute required to be done by the members.

- b. The business and affairs of the GAHF shall be under the supervision of the BOD, except as otherwise required by the Non-Profit Corporation Act of Pennsylvania or these By-laws. The BOD shall have the authority to adopt policies which complement these By-Laws in operating the business of the GAHF.
- c. The BOD shall serve without remuneration.
- d. Each BOD member shall serve on at least one committee, shall use best efforts to secure funding and additional membership for GAHF, and shall use best efforts to act in the best interest of GAHF.
- e. The Board may, by a two-thirds (2/3) vote, 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 GAHF, or (2) acts in a manner or makes a declaration contrary to said purposes (ex., causing reputational or financial harm) or (3) is absent from three Board meetings within a period of twelve months in office. The procedure for such removal shall be the same as that specified in Section 3.4.
- f. Board members who have not paid their dues at a minimum of the \$100 level by April 1 of any year will be automatically removed from the Board of Directors assuming they have received one reminder to be dues-current at this level.
- g. All members of the Board of Directors must annually sign a Conflict of Interest statement and adhere to the Conflict of Interest Policy.
- h. No member of the Board may use GAHF member information for personal purposes.
- i. **Emeritus.** The BOD may designate a present or former director as Director Emeritus. Each former President of the GAHF shall be a President Emeritus. Emeritus members of the Board shall be entitled to attend all meetings of the BOD and shall have a voice but no vote at BOD meetings.

6.2 **Officers.** The officers of the BOD shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and other offices as the BOD may designate. Each officer shall be limited to serving three (3) consecutive two-year terms in any one office and until such officer's successor has been duly elected or appointed.

- a. Any such officer may stand for election after an interval of one year following the expiration of the term limit. Any officer who has completed the term limit may stand for election to a Director role without a one-year interval.
- b. Officers must be citizens of or duly registered aliens resident in the United States and members in good standing.
- c. A person may hold more than one office except that the same person may not be

President and Secretary.

- 6.3 **Executive Committee.** The Officers shall comprise the Executive Committee. During the intervals between the meetings of the BOD, the Executive Committee shall have and may exercise the authority of the BOD in the management of the affairs of GAHF. Such actions are to be communicated and ratified at the following BOD meeting.
- a. The President or any two members of the Executive Committee may call meetings at any time, giving the purpose of the meeting with at least three (3) days of written notice of the date, place and time of the meeting. The President and three other officers shall constitute a quorum.
 - b. The 1st Vice President shall act in the President's stead for any and all purposes enumerated herein, in the event of the incapacity or death of the President, or upon delegation by the President.
- 6.4 **Directors.** There shall be at least fifteen (15) but not more than eighteen (18) directors as shall be determined from time to time by the Board of Directors.
- a. Directors shall be elected for terms of three years, one third of the Directors to be elected annually. For the purpose of staggering the terms, the Board of Directors may shorten the terms as necessary.
 - b. There shall be a limit of three (3) successive 3-year terms for each director. Any such director may stand for election after an interval of one year following the expiration of the third term. Or, the director may stand for election of an Officer role without the one-year interval.
- 6.5 At least ten (10) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the BOD present shall be the acts of the Board of Directors.
- 6.6 An employee, such as an Executive Director or any other title the Board of Directors may choose to use, who is responsible for the day-to-day operations of GAHF and its museum shall not be eligible to be a member of the Board of Directors. The Executive Director is expected to attend all Board Meetings and have a voice but no vote.

ARTICLE VII. Duties of Officers

- 7.1 The **President** shall preside at all meetings of the Members and Directors; shall see that all orders and resolutions of the Board and/or the Membership Assembly are carried into effect; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of GAHF, and when authorized by the Board affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer. The President is the spokesperson for GAHF. The President shall appoint the chairs of all committees, of which the President is an ex-officio member.

- 7.2 Each **Vice President** shall be vested with all the powers, and be required to perform all the duties of the President in the absence of the President or as may be delegated by the President.
- 7.3 The **Secretary** shall keep full minutes of all meetings of the members and Directors; shall be ex-officio secretary of the Board of Directors, shall attend all sessions of the Board, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings to the members and the Directors as appropriate and shall perform such other duties as may be prescribed by the President.
- 7.4 The **Treasurer** shall keep full and accurate accounts of receipts and disbursements; shall collect all funds due GAHF and disburse funds as required to meet the obligations of GAHF; shall render to the President and BOD members as requested by them but not less than quarterly, regular accountings of all transactions and of the financial condition of GAHF. The Treasurer 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.
- 7.5 The President is authorized, with the concurrence of a majority of the members of the Executive Committee, to make all appointments to the Board of Directors for the remaining portion of a vacated term or a full term subject to ratification at the next regularly scheduled annual membership meeting.

ARTICLE VIII. **Vacancies and Resignations**

- 8.1 If the office of any Director or officer becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.
- 8.2 Any Director or officer may resign his office at any time. Such resignation shall be made in writing and take effect from the time of its receipt by GAHF, unless some other date may be fixed in the resignation letter. The acceptance of the resignation by the Board of Directors shall not be required to make it effective.

ARTICLE IX. **Meetings of the Board of Directors**

- 9.1 **Regular Meetings.** Regular meetings of the Board shall be held as recommended by the President and approved by the BOD, at such date, place and time as specified in the notice of the Meeting, in order to conduct the affairs of the GAHF. At least one meeting shall be held each quarter. One of the quarterly meetings shall be held jointly with the annual

meeting of the members. Directors may not be represented at board meetings by proxy.

- 9.2 **Special Meetings.** The President may, and upon request of five (5) members of the BOD, stating the purpose shall, call a special meeting of the Board upon written notice to the BOD members stating the date, place, time and purpose thereof. At least five days' advance notice must be given.
- 9.3 **Adjourned Meetings.** Regular or Special meetings may be adjourned to another day by a vote of a majority of those present even if fewer than a quorum. Any business that might have been transacted at the regular or special meeting may be transacted at the adjourned meeting. Reasonable notice of any adjourned BOD meetings shall be given to the absent Board members.

ARTICLE X. **Committees**

- 10.1 The President may establish committees, and appoint chairpersons, with such membership and powers as deemed desirable for the effective operation of GAHF. Standing committees are to be Nominating, Finance, Membership and Fundraising/Endowment.
- 10.2 The Committee Chairs shall select the members of their respective committees in consultation with the President and may include non-Board members with particular expertise and/or interest. Non-Board committee members must be GAHF members.
- 10.3 Committees shall not have the power or authority to obligate GAHF except as provided in the annual budget or otherwise approved by the BOD.

ARTICLE XI. **Amendments**

- 11.1 The Board of Directors shall have the authority to adopt, amend and repeal the By-Laws subject to the power of the membership assembly to change such action.
- 11.2 The By-Laws of GAHF may be amended by a two-thirds (2/3) vote of the Members present in person or by proxy at any regular or special meeting duly convened after notice of such purposes.
- 11.3 The meeting notice at which final action is to be taken by the members shall contain a copy of the revised bylaws.

ARTICLE XII. **Miscellaneous**

- 12.1 All meetings of the members and Board of Directors of GAHF shall be conducted in accordance with the rules of parliamentary procedure.
- 12.2 The English language will be spoken at all meetings of members and Directors of the Corporation. However, German may be spoken as required by the circumstances.
- 12.3 The corporate seal of GAHF shall be in circular form and shall bear the name of GAHF and the words "Corporate Seal, Pennsylvania 1978".

ARTICLE XIII. **Indemnification.**

- 13.1 **General Rule.** A BOD member shall not be personally liable for monetary damages as member for any action taken, or any failure to take any action, unless:
 - a) the member has breached or failed to perform the duties of member in accordance with the standard of conduct contained in 15 PA Cons Stat Section 5712 and any amendments and successor acts thereto; and
 - b) the breach or failure to perform constitutes self-dealing, will misconduct or recklessness;Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a member pursuant to any criminal statute or (b) the liability of a member for the payment of taxes pursuant to local, state or federal law.
- 13.2 **Indemnification.** GAHF shall indemnify any Officer or Director or employee or representative of GAHF who was or is a party of is threatened to be made a party to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative, and whether or not by, or in the right of, GAHF by reason of the fact that such person is or was a representative of GAHF against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement, actually and reasonable, incurred in connection with such action or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of GAHF, 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 GAHF, 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 GAHF 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 GAHF 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.
- 13.3 **Procedure.** Unless ordered by a court, any indemnification under Section 13.2 or otherwise permitted by law shall be made by GAHF 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:

- a) by the Board by a majority vote of a quorum consisting of BOD members who were not parties to the action or proceeding;
- b) if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested members so directs, by independent legal counsel in a written opinion; or
- c) by the members.

13.4 **Advancement of Expenses.** Expenses incurred by a person entitle 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 GAHF 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 GAHF.

13.5 **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 GAHF and shall inure to the benefit of the heirs, executors and administrators of such person.

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

Article XIV. Disposal of GAHF Assets

14.1 **The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the organization is strictly prohibited.**

14.2 None of the GAHF funds may be withdrawn or removed, nor any of its securities transferred except on the signature of any two Officers.

14.3 A two-thirds (2/3) vote of the BOD at a stated meeting and a two-thirds vote at a stated meeting of the membership shall be required to mortgage real estate.

14.4 In the event of the dissolution of GAHF, the BOD or in the absence thereof, governing staff shall, after paying or making provision for the payment of all liabilities, dispose of all the assets of GAHF in such manner, or to such organization(s):

- a) 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 US Internal Revenue Law), and that
- b) have objectives and mission similar to that of GAHF,

as the said BOD or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the First Judicial District of Pennsylvania, Philadelphia County, exclusively for such purposes as said Court shall determine.

Article XV. Nondiscrimination. Admission to and use of any GAHF facilities will be open to all, regardless of race, color, religious creed, or gender orientation.