

**BY-LAWS**  
of the  
**GERMAN-AMERICAN  
COMMITTEE OF  
GREATER NEW YORK**

**Established 1957**

**By-Laws last revised in 10/2010**

## **PREAMBLE**

We, affiliated member Societies, pledge ourselves to further the spirit of common brotherhood by preserving the German cultural heritage through their dedication to song, music, dance, literature, sports and folkloric activities as a contribution of Americans of German decent to the Spirit of 1776 so that Americans, regardless of race, creed, color or national origin may share in the values that bind all of us together in the American form of government in the belief that all men are created equal

Consonant with the aims and purposes we shall inculcate in our associated members the ideals of our country as enunciated by our founding fathers as more specifically set forth in the Bill of Rights

We reject extremism advocating any and all forms of political dictatorship, threatening the Constitution of the United States and which are foreign to democratic principles sponsored and defended by affiliated Societies

# **ARTICLE I**

## **MEMBERSHIP AND MEETINGS OF MEMBERS**

### Section 1 - General

The following shall be the By-Laws of THE GERMAN AMERICAN COMMITTEE OF GREATER NEW YORK, INC., a corporation organized under Section 501 (c)(3) of the Internal Revenue Code, the Not-For-Profit Corporation Law of the State of New York 'and' hereinafter called the "Corporation".

### Section 2 - Membership Qualifications

Any person who shows a genuine interest in fostering German American friendship and in keeping German American heritage, culture and traditions alive who is a legal resident of the Greater New York area. The application for membership shall be in writing and shall contain such information as the Board of Directors may require. The annual dues shall be as the Board of Directors determines at the annual meeting for Members and Family Members.

The fiscal year shall be the calendar year.

### Section 3 - Members in Good Standing

Any member in Good Standing shall be entitled to one (1) vote. A member in Good Standing must be a member for a minimum of six (6) months, must be current on membership dues and must conduct himself in a manner not detrimental to the good reputation and purposes of the Committee. Any disputed situation shall be clarified by the Board of Directors.

### Section 4 - Member's Rights

Except as may be otherwise provided by law or by the Certif-

icate of Incorporation or by these By-laws, the number, qualifications, rights, privileges, dues, fees, responsibilities, terms of membership and the provisions governing the withdrawal, suspension and the expulsion of members shall be determined by the Board of Directors and may set forth in Rules and Regulations of the Corporation promulgated by the Board of Directors, any Rules and Regulations being deemed a part of these By-laws.

Except as may be otherwise required by law or by Certificate of Incorporation or by these By-laws, any right of members to vote and any right, title and interest of any member in or to the Corporation and its properties, and franchises, shall cease and divest on termination of his or her membership.

#### Section 5 - Annual Membership Meeting

The Annual meeting of this organization shall take place in the month of March of each year at such time and place as determined by the Board of Directors and, upon due notice, in writing to the membership of not less than seven (7) days. At each meeting the Directors shall cause to be presented, to the meeting, a report verified by the Chairman and the Treasurer or by a majority of the Directors in accordance with the requirements of Section 519 of the Not-For-Profit Corporation Law.

#### Section 6 - Special Meetings

Special meetings shall be held as determined by the board of Directors upon petition of ten (10) members upon not less than seven (7) days and not more than ten (10) days notice in writing.

#### Section 7 - Meeting Notice

Notice of the purpose and the time and place of every meet-

ing of Members shall be in writing and signed by the Chairman or the Secretary or an Assistant Secretary and a copy thereof, shall be served either personally or by mail of not less than seven (7) days before the meeting. Such further notice shall be given as may be required by law.

### Section 8 - Quorum

Fifteen (15) members shall constitute a quorum for the conduct of any business coming before the Annual or Special meetings.

### Section 9 - Meeting Structure

Meeting of the Members shall be presided over by the President or, if he is not present, the Secretary or, if neither the President nor a Secretary is present, then by a Chairman who is to be chosen at that meeting. The Secretary of the Corporation or, in his absence, and Assistant Secretary shall act as Secretary of every meeting but, if neither the Secretary nor the Assistant Secretary is present, the members at that meeting shall choose any person present to act as Secretary of that meeting.

### Section 10 - Voting

Every Member is entitled to vote at any meeting and May do so only if present in person. There shall be no voting by proxy. At all elections of Directors the vote may, but need not be, by ballot and a plurality of the votes cast thereat shall elect. At all elections of Directors or in any other case in which inspectors may act, two (2) inspectors of election shall be appointed by the Chairman of the meeting, except as otherwise provided by law. The inspectors of election shall take and subscribe an oath faithfully to execute the duties of inspectors at such meetings with strict impartiality and according to the best of their ability, shall take charge of the polls and, after the vote

shall have been taken, shall make a certificate of the results thereof, but no Director or Officer or candidate for such Office shall be appointed as an inspector. If there be a failure to appoint inspectors or if any inspector appointed be absent or refuse to act or if his office becomes vacant, the Members present at the meeting, by a capita vote, may choose temporary inspectors of the number required.

## **ARTICLE II**

### **DIRECTORS**

#### Section 1 - Board of Directors

The property and business of the Corporation shall be managed by its Board of Directors, consisting of twenty-one (21) Members, all of who shall be at least 21 years of age, and citizens of the United States, or resident aliens all of whom shall be residents of the Greater New York area. Except as hereinafter provided, Directors shall be elected at the annual meeting of the Members, and each Director shall be elected to serve three (3) years or until his successor shall be elected and shall qualify, 1/3 of the Board of Directors shall be elected each year. Two Thirds of the Board shall be of US Citizenship. In order to remain in good standing a Director must attend 50% of all meetings unless excused. A majority of the members of the Board of Directors acting at a meeting, duly assembled, shall constitute a quorum for the transaction of business but if at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time, until a quorum shall have been obtained. If a quorum of the Board of Directors cannot be obtained by reason of the absence, illness, or other inability of one (1) or more of the Members of the Board, the remaining Directors or the majority of them may appoint one (1) or more mem-

bers to fill such vacancy or vacancies, and a certificate of such appointment, signed by at least a majority of the remaining Directors shall constitute such person or persons a Director or Directors until the next annual election of Directors: In case one or more vacancies shall occur on the Board of Directors by reason of death, resignation or otherwise, except insofar as otherwise provided in the case of a vacancy or vacancies occurring by reason of removal by the Corporation, the remaining Directors, although less than a quorum may by a majority vote, elect a successor or successors for the unexpired term or terms. The Honorary Directors shall be appointed by the Board of Directors and shall be members of the Board of Directors without a vote.

## Section 2 - Board of Directors Meeting

Meetings of the Board of Directors shall be held at such place within or without the State of New York, following its election. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors and special meetings may be held at any time upon the call of the President or the Secretary or any Director by oral, telegraphic or written notice duly served on or sent or mailed to each Director not less than seven (7) days before such meeting. A meeting of the Board of Directors may be held without notice immediately after the annual meeting of Members at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Directors held at any time without notice if all the Directors are present or, if at any time before or after the meeting, those not present waive notice of the meeting in writing.

## Section 3 - Powers and Duties

The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as, from time to time, may

be conferred by the Board of Directors. The Assistant Secretary or Assistant Secretaries and the Assistant Treasurer or Assistant Treasurers shall, in the order of their respective seniorities, in the absence or disability of their Secretary or Treasurer, respectively, perform the duties of such officer and shall generally assist the Chairman, Secretary or Treasurer, respectively

## **ARTICLE III**

### **OFFICERS**

#### Section 1 - Election of Officers

The Board of Directors, as soon as may be after the election thereof held each year, shall elect a President, a Secretary and a Treasurer all of whom must be citizens of The United States of America and, from time to time, the Board of Directors may appoint such Assistant Secretaries, Assistant Treasurers and other such Officers, Agents and employees as may be deemed proper. The President shall also be Chairman of the Board of Directors.

#### Section 2 - Term of Office

The term of office of all Officers shall be one (1) year and until their respective successors are elected and qualify but, any Officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in Office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

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#### Section 4 - Selling and Purchasing Powers

With the approval of the Board of Directors, the President, Treasurer and Secretary shall have their authority and power, on behalf of the Corporation, to sell every kind, nature and description of securities owned by the Corporation including, but not limited to, stocks, bonds, notes and offer evidences of indebtedness and, any purchase of such securities shall be entitled to rely on their authority and power granted to and vested in the Chairman, Treasurer and Secretary of the Corporation as provided in these By-laws

### **ARTICLE IV**

#### **CERTIFICATE OF MEMBERSHIP**

The Board of Directors may from time to time prescribe the form and contents of any Certificates of Membership, which the Corporation may decide to issue.

### **ARTICLE V**

#### **CORPORATE SEAL**

The Corporate seal shall have inscribed thereon the name of the Corporation and the year of its incorporation and, shall

be in such form and contain such other words and/or figures as the Board of Directors shall determine. The corporate seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing or affixing, or causing to be printed, engraved, lithographed, stamped or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile or other reproduction of said Corporate seal

## **ARTICLE VI**

### **AMENDMENTS**

The By-laws of the Corporation may be amended, added to, rescinded or repealed at any meeting of the Directors, providing notice of the proposed change is given in the notice of meeting or by the members at a special meeting called for such purpose.

## **ARTICLE VII**

### **DISSOLUTION**

If the German American Committee of Greater New York does not have sufficient members to elect the Directors as set forth herein, it shall cease to exist and all monies and properties shall be distributed to a Germanic charitable organization as defined by Section 501 (c) (3) of the Internal Revenue Service code.