

BY-LAWS OF THE GERMAN SOCIETY OF MARYLAND

ARTICLE I

NAME AND PURPOSE OF THE SOCIETY

The name of the Society is "THE GERMAN SOCIETY OF MARYLAND". Its purpose is to preserve and promote the German heritage, language and traditions through educational, social and benevolent programs; and to develop the unity and continuity of the German American Community in the State of Maryland.

ARTICLE II

MEMBERSHIP

2.1 Any person of good character may join the Society, without regard to national origin, descent or residence.

2.2 Because the Society is a German American institution, applicants must support the ideals of the United States and take no action, in word or deed, to harm the good name of our Society.

2.3 For good cause, the Board of Directors may deny or revoke membership, upon determining that such denial or revocation is in the best interest of the Society. If a Lifetime member is removed, the lifetime membership fee shall be refunded.

2.4 The Society may designate a person as an honorary member who has made a significant contribution to any of the missions of the Society. An honorary member may be so appointed by the President or by a resolution of the Board of Directors. A person designated as an honorary member shall retain such designation for life or until such designation is revoked by the Board of Directors upon the recommendation of the Executive Committee. An honorary member shall not be required to pay dues.

2.5 Any student may apply to become a student member. A student is defined as anyone attending an elementary school, middle school, high school, a college or university as a full-time student. Student members shall not be required to pay dues. Student members may attend, but shall not be permitted to vote at any regular or special meeting of the membership. All communications with the student members shall be electronically. To apply for membership a student shall send an email to the Society stating his/her wish to become a member and providing the name of the school which he/she attends, the grade level or appropriate classification within the school and the email address at which the student prefers to receive notifications and copies of the Society's newsletter.

ARTICLE III

MEETINGS

3.1 The Society shall hold an annual meeting for election of Directors and transaction of general business in the month of March or April. The place and hour of the meeting shall be fixed by the President or Acting President. The official notice shall be given to the membership and distributed after January 1, but not later than 10 days prior to the date of the meeting.

3.2 Special meetings of the Society may be called by the President or Acting President or by the Executive Committee or by ten members of the Board of Directors upon ten days' notice.

3.3 Ten members of the Society shall constitute a quorum.

3.4 Membership dues shall be in an amount as recommended from time to time by the Executive Committee and approved by the Board of Directors. Such dues shall be used to pay the general administrative expenses of the operations of the Society and any income in excess of such expenses shall be used as determined by the Board of Directors. Dues are payable by January 1 of each membership year.

3.5 Life membership dues shall be established by the Board of Directors.

3.6 Members in arrears in dues shall not be entitled to vote and their names may be removed from the rolls on July 1 of membership year.

ARTICLE IV

DIRECTORS

4.1 The Board of Directors shall consist of Fifteen elected members, and as many lifetime Directors as there shall be from time to time. Five members shall be elected to the Board annually. Members wishing to serve on the Board of Directors must be an active member in good standing, and have been a member of the Society for a minimum of three years.

4.2 Procedure for the election of Directors

4.2.1 Prior to the annual meeting the President shall call a meeting of the Nomination Committee. The Nomination Committee shall prepare a list of suitable persons as candidates for the Board of Directors.

4.2.2 Any member in good standing may place in nomination for the Board of Directors the name of any other member, provided that the member so nominated shall consent thereto in writing; and further provided that such nomination shall be provided to the President in writing no less than 30 days prior to the annual meeting. No nominations may be made from the floor at the annual meeting.

4.2.3 Vacancies occurring between the annual meetings of the members may be filled by the Board of Directors, subject to confirmation by the members at the next annual meeting. A director elected to fill a vacancy shall serve the balance of the term of the vacant position.

4.3 The Board of Directors shall have general management of the affairs of the Society and shall meet upon call of the President or Acting President, as promptly as possible after the annual meeting to elect officers and transact general business. Additional meetings of the Board may be called by the President and shall be called upon request of five or more Board Members.

4.4 Requirements of service by members of the Board of Directors

4.4.1 Unless excused by the President, attendance by the directors at the annual meeting shall be mandatory.

4.4.2 Failure to attend two consecutive meetings of the Board without being excused by the President shall be justification for termination of tenure as a Director. Such termination of tenure must be moved and seconded at a meeting of the Board and approved by a majority vote of the Directors in attendance.

4.4.3 The Board of Directors shall conduct regular meetings (4) four times per year, in the months of January, April, July and October, unless the President shall, for good reason, change the month of an individual regular meeting. Each director shall be given actual notice of any such change.

4.5 Ten members of the Board of Directors shall constitute a quorum.

4.6 At the Annual Meeting the Society may elect any number of persons who shall be designated as Lifetime Directors. A person so elected shall serve as a director of the Society for his/her lifetime, as long as he/she remains a member of the Society, or unless removed for good cause. Such person shall be required to attend the annual meeting or one meeting of the Board of Directors. Lifetime Directors shall be entitled to notice of such meetings, and when attending, shall be included in calculating a quorum and shall be entitled to vote at such meeting. No person shall be eligible to be a Lifetime Director unless he/she shall have been a member of the Society for ten (10) years and shall have served as a director of the Society for at least six (6) years.

4.7 The President of the Women's Auxiliary of the German Society of Maryland shall, ex officio, be a member of the Board of Directors. When attending a meeting of the Board of Directors, she shall be included in calculating a quorum for such a meeting. In the event she is unable to attend a meeting of the Board of Directors, she may designate any other officer of the Auxiliary to attend in her stead, to vote upon such matters as may come before the meeting, and to be included in calculating a quorum for such a meeting. The President of the auxiliary shall not be required to attend any meeting, nor to send a substitute to any meeting.

4.8 The President, with the approval of the Executive Committee, may designate any member of the Society as an Honorary Director. An Honorary Director may attend meetings of the Board of Directors but shall not be entitled to a vote. A person designated as an Honorary Director shall retain such designation for life or until such designation is revoked by the Board of Directors upon the recommendation of the Executive Committee.

4.9 Board member removal

4.9.1 A director who has served less than 3 full years may be removed if the Board determines, by 2/3 majority secret written ballot, that in its opinion, it is in the best interest of the Society that such director be removed.

4.9.2 A director who has served at least 3 full years may not be removed unless the Board finds, by 2/3 majority, secret written ballot, that good cause exists that such director be removed. Any member so removed may appeal that decision to a hearing panel of three members appointed by Board of Directors from the General Membership. The decision of the panel is non-appealable.

ARTICLE V

OFFICERS AND COMMITTEES

5.1 The following Officers shall be elected by the Board of Directors from among its members: a President, a First Vice President and a Second Vice President, a Secretary and a Treasurer.

5.1.1 The President may not serve for more than two consecutive one year terms, unless the Board of Directors, by a vote of three quarters (3/4th) of those present, shall, for a stated good reason, elect the President for a third term.

5.1.2 All elected officers shall serve for a term of one year or until their successors are duly elected. All persons serving in positions appointed by the President shall serve at the pleasure of the President.

5.1.3 Officers other than the President shall be eligible to serve consecutive terms, without limitations, until their successors are duly elected by the Board of Directors.

5.2 The following committees shall be constituted in the manner hereinafter specified:

5.2.1 Executive Committee. The Executive Committee shall consist of past Presidents who are in good standing as members of the Board of Directors, have served for two years as the Society President; plus one member to serve a one year term elected by and from the Board of Directors; and one member appointed for a one year term by the President. The President shall serve as the Chair of the Executive Committee, and in the absence of the President, the immediate past President shall serve as such.

5.2.2 The Nomination Committee shall consist of not more than five, nor less than three members appointed by the Executive Committee. The Nomination Committee shall elect its chairperson.

5.2.3 Finance Committee shall consist of the Treasurer and two members, appointed by the President. The Finance Committee shall elect its chairperson.

5.2.4 There shall also be the following committees:

Archive Committee

Audit Committee, whose members are appointed by the President

Banquet Committee

Bylaws Committee

Education Committee

Membership Committee

Members of the foregoing committees may be selected from the membership at large; however, the chairperson of any such regular committee shall be a member of the Board of Directors.

5.2.5 The President may create other ad hoc committees for such purposes as the President, in the President's discretion, may deem necessary or beneficial to the work of the Society.

5.2.6 Actions of all committees shall be subject to review by the Board of Directors.

5.2.7 All committee chairpersons shall serve until the next annual election of officers.

5.3 The Board of Directors may elect one or more Counselors.

5.4 The Board of Directors may contract for an Office Manager and such contractors or employees as may be necessary from time to time, upon recommendation of the Executive Committee.

5.5 The President shall be an ex-officio member of all Committees, and shall have the right to vote upon all committee matters.

5.6 Vacancies in any elected officer position and vacancies on the Board of Directors may be filled by the Board of Directors; however, the Board shall not be obligated to fill any vacancy on the Board of Directors.

5.7 Vacancies in Committees may be filled by the President for the balance of the term.

ARTICLE VI

DUTIES OF OFFICERS AND COMMITTEES

6.1 The Officers-The President, First Vice President, Second Vice President, Secretary, and Treasurer shall perform the duties usually pertaining to their respective offices and such other duties as may be assigned to them by the Board of Directors or the Executive Committee.

6.2 The Executive Committee-The Executive Committee shall manage the affairs of the Society between meetings of the Board of Directors, according to the Standing Rules, Article X.

6.3 The Finance Committee-The Finance Committee shall have charge of all investments of the Society. The signature of the President or of one of the Vice-Presidents, or of any other Director appointed by the President, shall be sufficient to effect any sale or disposition of any assets designated

to be sold by the Finance Committee, and to convey, assign, transfer and deliver the same. However, should any or all assets of the Society be deposited under a Custodian Agency Agreement, as authorized by Article VIII, any transfer of title shall be effected by the terms of any such agreement.

6.4 The Audit Committee shall perform its duties as described in Section 7 of ARTICLE VIII of these Bylaws and report to the membership at the annual meeting. The Archive Committee, Bylaws Committee, Membership Committee, Banquet Committee, the Education Committee and any other committees created by the President shall perform such duties as may be assigned to them by the Board of Directors, the Executive Committee or the President.

ARTICLE VII

OFFICE MANAGER

The Office Manager shall manage the office affairs of the Society. The Office Manager shall accept every application for membership, collect and review all mail and other correspondence received by the Society, keep record of membership, maintain in a separate file all of the Minutes of the Board of Directors as provided by the Secretary; send all appropriate notices to the membership, collect the dues and deposit all funds in the banking institution selected by the Society and keep accurate records of all receipts and deposits, and perform such other duties as may be assigned from time to time by the President or the Board of Directors.

ARTICLE VIII

PROPERTY AND FINANCE

8.1 All moneys received by the Society shall be promptly deposited in the name of the Society in a bank or banks designated by the Board of Directors, subject to withdrawal only upon check as signed by the Treasurer, or in his absence, by the President or by a Special Assistant Treasurer who shall have been designated by the President.

8.2 Special accounts may be authorized by the Board of Directors to facilitate special projects or activities of the Society, subject to the order of such persons as shall be designated from time to time by the President.

8.3 Disbursements for standing obligations and routine expenses may be made by the Treasurer without order and in compliance with the 'Standing Rule', Article X.

8.4 Title to all property acquired by the Society shall be taken in its corporate name and shall be dealt with by the Finance Committee as set forth in ARTICLE VI, Section 3. However, as an alternative the Executive Committee may, in its direction, enter into a Custodian Agreement with any Bank or Trust Company, and having fiduciary powers for the deposit and safekeeping of securities or other assets of the Society and collection of income for the account of the Society; and to enable the Bank or Trust Company, as Agent, to effect transactions in such securities and other assets deposited under agreement and pursuant to its terms, including the negotiation and payment of the appropriate fees for

services, from time to time, to such Bank as Agent. In order for such Agent to administer the custody account expediently, securities or other assets deposited under the agreement, may, in the discretion of the Agent, be registered in its own name or in the name of its nominee, or keep them unregistered such that they will pass by delivery alone.

8.5 All securities, deeds and other important papers of the Society shall be kept in a safe deposit box designated by the Board of Directors subject to access by any two of the Treasurer, the President, or a Vice President; except any securities or other assets may be held in safekeeping by a Bank, or in an insured account in a securities firm, as provided for in the foregoing Section 4, and shall be dealt with by the Finance Committee as set forth in Article VI, Section 3.

8.6 If required by the Board of Directors, the Treasurer shall give corporate bond in such amounts as the Finance Committee may determine.

8.7 The Audit Committee shall audit the financial books of the Society, examine the investments and report to the Board of Directors. In the event investments are currently deposited for safekeeping under a Custodian Agency Agreement with a Bank or Trust Company or brokerage house as Agent, as authorized under Section 4 hereof, the Audit Committee need not examine the investments but may rely upon detailed report of assets rendered by the Agent. The Audit Committee shall prepare a written report annually.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

9.1 Any person who is or who has served as a Director or Officer of the Society may be indemnified and held harmless by the Society against any and all liabilities, costs and legal or other expense, including, without limitation, fines, penalties, judgements and amounts paid in settlement, reasonably incurred by or impressed upon such person in connection with or resulting from any claim, action, suit or proceeding, civil, criminal, administrative or investigative, to the full extent permitted by Section 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended, or any successor statute.

9.2 Agents and employees of the Society may be indemnified under the same standards and procedures, at the discretion of the Board of Directors.

ARTICLE X

STANDING RULES

Standing Rules will be established and modified as necessary by the Executive Committee unless changed or revoked by the Board of Directors. The Standing Rules will be used for the daily operations of the Society.

ARTICLE XI

CHANGES TO BYLAWS

11.1 These By-Laws may be amended by the Board of Directors at any regular or special meeting, and upon enactment by the Board they shall be effective immediately; and if not revoked at the next annual meeting of the membership, such amendment(s) shall be deemed ratified.

11.2 These By-Laws may be amended at any meeting of the members of the Society by a two-thirds vote of those present, provided that the proposed amendment be announced in the all for the meeting.

11.3 The Board of Directors shall have power to make, alter and repeal additional and supplementary By-Laws not inconsistent with any of the foregoing By-Laws, but such additional or supplementary By-Laws must be reported to the next meeting of the Society, which may approve, alter or repeal the same.

Note: The present By-Laws were originally approved by the German Society Membership in January, 1989.

- Amendment(s) March 1994: Article IV was amended
- Amendment(s) May 1994: Article I was amended
- Amendment(s) April 2010: Section 2.5 was amended.
- Amendment(s) April 2015: Section 4.8 was amended.
- Amendment(s) April 2018:

All By-Law amendments, both proposed and approved will be maintained/included with the Annual Membership meeting minutes in the year proposed.

10.30.2018