

Bylaws of the German American Central Society, Inc. Peoria, Illinois

Article I. Name and Purpose

The name of the corporation shall be: German-American Central Society, Inc., (GACS) Peoria, Illinois. The purpose and objectives of the corporation shall be to promote German culture in the Peoria, Illinois area, including singing, sports and good fellowship. The society shall be nonpolitical. Members of good character, especially those of German background and/or ancestry, shall be actively recruited. All references as to officers or members in the masculine gender or of the board of directors shall likewise apply to feminine gender.

Article II. Membership

Section 1. German American Central Society membership is made up of persons of good character who are members of any affiliated societies, whose GACS dues have been paid by the affiliate. Only members of German descent, or married to persons of German descent, shall hold the office of president or first or second vice-president.

Section 2. "Affiliated Club" is defined as any club which has petitioned and been accepted for membership in affiliation with the corporation, and whose bylaws are not in conflict with the GACS bylaws. Current affiliated clubs are:

Damenchor Germania
Gesangverein Harmonie
Sport Verein Peoria

New affiliated clubs can only be added to the membership by a three-fourths vote of members voting at a special meeting called for such purpose. Notice in writing shall be given as to the special meeting and as to the subject matter at least two weeks prior to the meeting.

Section 3. If a member's conduct is detrimental to the purpose of the GACS or injurious to our reputation, he **may** be removed from membership by the affiliate in accordance with its bylaws or by a three-fourths vote of GACS members voting at a special meeting called for such purpose. Such member shall be given the opportunity to be heard by the membership prior to such vote and shall be apprised of the reasons for any proposition that he be removed from membership in writing prior to such meeting.

Section 4. Affiliated clubs can only be removed from membership if they no longer can, or will, provide support or representation to the monthly board of directors' meeting. If a club is under-represented by failing to provide a minimum of three voting representatives at four monthly meetings during a calendar year, the president of the GACS will notify the president of that club of the situation and this provision of the bylaws. If, after this notification, the club decides that they cannot fulfill this requirement, or is under-represented at two of the following six monthly meetings, it will automatically lose membership in the GACS and the loss of membership will be recorded in the board of directors' meeting minutes.

Article III. Meetings

Section 1. The board of directors' meetings shall be held monthly at a time and place designated by the president. All members are invited to attend these meetings but only members of the board of directors may vote on matters that are brought up at the meeting.

Section 2. The annual corporate meeting shall be held immediately after the December meeting of the board of directors. All members are eligible to vote at this meeting. The primary purpose of this meeting is to elect the GACS officers, delegates and trustee(s) for the coming year. Any member willing to hold office and who meets the criteria in Article II, Section 1 may be nominated for an office.

Section 3. Special meetings of the membership may be called by the president at a time and place designated by him, or may be called by a written petition of two-thirds of the membership or by two-thirds of the board of directors. Notice in writing shall be given as to the special meeting and as to the subject matter of such meeting when initiated by such petition of the membership or board of directors. The business of such special meeting shall be limited to that set forth in the notice of such meeting.

Section 4. A quorum shall be:

Board of Directors' Meetings – Not less than one-half of the duly elected officers and delegates, excluding the presiding officer.

Corporate Meeting – Not less than the total number required to constitute a quorum at a board of directors' meeting.

Article IV. Board of Directors

The board of directors shall consist of:

- Officers of the GACS
- Presidents of the affiliated clubs
- Trustees of the GACS
- Four (4) delegates of the GACS or their alternates
- Four (4) delegates of each affiliated club or their alternates

Section 1. All members of the board of directors, including delegates from affiliated clubs, shall hold office until such time as their successors are duly elected or selected.

Section 2. All members of the board of directors shall have one (1) vote, except the president who shall vote only in the event of a tie vote of the board members present and voting on any question or issue. There shall be no proxy or absentee voting.

Article V. Officers and Trustees

Officers. The officers of the corporation shall be: President, First Vice-President, Second Vice-President, Recording/Corresponding Secretary, Treasurer, Assistant Treasurer, and Membership Secretary.

Trustees. There shall be three (3) trustees – one to be elected each year for a three-year term.

Section 1. The officers and trustee(s) shall be elected by the membership at the annual meeting in December of each year following the regularly scheduled board of directors meeting. The newly elected officers and trustee(s) shall take office at the start of New Business at the January meeting of the board of directors and shall hold office for one year.

Section 2. Any officer or trustee may be removed at any special meeting of the general membership by a three-fourths vote of votes cast.

Section 3. Any vacancy in any office may be filled by a majority of the votes cast at the board of directors meeting. The new officer will serve the unfinished term of the person being replaced.

Article VI. Duties of Officers and Trustees

President. Shall preside at the meetings of the corporation, general or special membership meetings, and all meetings of the board of directors. Shall represent the corporation in all business relating to the corporation from time to time and shall be the chief executive officer of the corporation in all matters pertaining to business conducted in the name of the corporation.

Vice-Presidents. The first vice-president shall preside at all meetings in the absence of the president. The second vice-president shall preside at all meetings in the absence of both the president and the first vice-president. The respective vice-presidents shall perform additionally in matters assigned to them by the president or board of directors.

Recording/Corresponding Secretary. Shall take roll call and compile minutes of all meetings of the board of directors and membership. Shall submit a copy of the minutes to the presidents of each affiliate and the GACS president prior to the next meeting. Shall handle all correspondence with or in the name of the corporation as may be directed from time to time by the president or the board of directors.

Treasurer. Shall keep and maintain accurate books of account as to all monies received, invested, or expended by the corporation. Shall also be responsible for payment of proper debts and obligations of the GACS as directed by the board of directors, and is authorized to pay regular recurring bills, such as real estate taxes and loan payments. Shall present a monthly report of income, expenses and account balances at the board of directors meeting. Shall make books available to trustees upon request. Shall prepare an annual report to the board of directors no later than the February monthly meeting. Shall provide a copy of the annual report to the trustees for their audit and attend the audit to answer any questions.

Assistant Treasurer. Shall keep and maintain accurate books of the hall operations and present a report at the monthly board of directors meetings. Shall pay regular recurring bills such as utilities and sales taxes, and pay all bills for supplies such as food and liquor. By the end of January shall provide the Treasurer with a report of all income and expenses from the previous year so he can incorporate the information into the annual report. Shall forward to the treasurer for deposit into the general account any funds not needed for monthly expenses or near term major expenditures.

Membership Secretary. Shall collect all dues and shall keep a complete record of all members as submitted by the affiliates. Shall turn over to the treasurer all dues collected.

Trustees. Shall audit any financial records at their discretion or as requested by the board of directors, and shall audit the annual report from the previous year, by the end of April. Shall present the results of their audit at the next board of directors meeting and report any unusual items or discrepancies to the board of directors within ten (10) days.

No officer of the corporation shall receive compensation for his services.

Article VII. Committees

Standing Committee is any committee with an ongoing responsibility of extended duration with no foreseeable, definable, or anticipated completion.

Any member may suggest, and any member of the board of directors may move, to form a standing committee at any regular meeting of the board of directors. However, the motion must be accompanied by a statement outlining or delineating the purpose, expectations, responsibilities, and authority of the committee. The details of the original motion may be adjusted at any time by a majority vote of the board of directors, as long as the criteria outlined above continue to be met.

Standing Committees shall consist of: One member of each affiliate, to be selected by each affiliate in a manner of its own choosing; one member elected by the board of directors; and one member appointed by the president. Should any affiliate fail to select a member to the committee, that position will remain unfilled until filled by the affiliate. The body or office that selected him may replace its designate to the standing committee at any time. There shall be no mandatory limit to the term of service on a standing committee. However, the president, the board of directors, and the affiliates must replace or reaffirm its designated member at the January meeting of the board of directors.

Ad Hoc Committees are any committees formed to achieve a specific goal in a specified period of time. Activities which are primarily social in nature and scope shall not be the work of ad hoc committees.

The president or any member of the board of directors may, with the approval of the board of directors, propose ad hoc committees as needed, provided a statement including the purpose, objectives, authority, and target date for completion of the committee's work be included in the motion for approval. The president shall have the authority to appoint the

members and must offer their names either individually or as a group to the board of directors for approval. The president has the authority, with the approval of the board of directors, to replace any member of an ad hoc committee.

Social Committees will be responsible for the planning and execution of social events. The president shall have the authority to appoint the chairperson who may then select additional members to the committee as needed. It is the responsibility of the board of directors to compose, maintain, and periodically update a job description for chairpersons, committees, and sub-committees of recurring social events and functions. When applicable, these shall include guidelines on the nature of decisions that will first require approval of the board of directors. These shall serve as a guide to those responsible for individual social events. Social chairpersons and/or committees must first obtain approval from the board of directors for any expenditure not authorized in the guidelines. The president has the authority to replace a social chairperson.

Article VIII. Order of Business

The order of business of all meetings of the board of directors and of the members of the GACS shall be as follows:

1. Roll call
2. Reading of the minutes of the previous meeting
3. Correspondence
4. Officers' Reports
5. Committee Reports
6. Reading of Bills
7. Treasurer's Report
8. New Members
9. Unfinished Business
10. New Business
11. Business of the Betterment of the GACS
12. Adjournment

Article IX. Amendments to Bylaws

These bylaws may be amended only at a meeting of the membership called for such purpose. A two-thirds vote of those members present and voting is required to amend the bylaws. The membership will be given at least two weeks advance written notice of the meeting purpose, date, time and location.

Article X. Corporate Assets

Section 1. Sale of Real Estate - Sale or disposition of any real estate titled to the corporation, or in which the corporation owns any interest shall follow these procedures:

- a) Pursuant to the passage of a motion to sell real estate, the board of directors approves a motion to consider sale of real estate and authorizes at least one appraisal.
- b) At least one (1) appraisal shall be obtained from reputable and recognized Peoria-area real estate appraisers, or a market analysis from a realtor, if a realtor will be used to sell the property. The ad-hoc committee members can make this decision.
- c) Upon receipt of a written offer, the president of the corporation will give the membership a maximum of two weeks notice in writing of a special membership meeting. The notice will specify the meeting purpose, date, time and location.
- d) An offer to purchase real estate may be accepted by a two-thirds vote of those members present and voting and will be finally binding on the corporation and affiliates.
- e) If approved, the president will direct the appropriate officers to execute the documents necessary to legally consummate the sale.

Section 2. Purchase of Real Estate or Capital Improvements over \$50,000 – purchase of any Real Estate or significant expenditure or capital improvement by the corporation shall follow these procedures:

- a) Any capital improvement in excess of \$50,000 shall constitute a significant expenditure.
- b) The board of directors will approve ad hoc committee(s) to research any proposed purchase of real estate or significant capital outlay.
- c) The president of the corporation will give the membership at least two weeks notice in writing of a special membership meeting. The notice will specify the meeting purpose, date, time and location.
- d) The ad hoc committee will present the results of their research and make recommendation(s) at the special meeting.
- e) A motion to make (an) offer(s) to purchase real estate or to make a significant capital improvement may be approved by a two-thirds vote of those members present and voting and will be finally binding on the corporation and affiliates.
- f) If approved, the president will direct the appropriate officers to execute the documents necessary to legally make the offer, and if accepted, consummate the purchase or capital improvement.

Section 3. Disposition of Property valued at over \$500 that is not Real Estate – Sale or disposition of property valued at less than \$500 may be approved by the appropriate committee(s). Sale or disposition of property valued over \$500 must be approved by a majority vote of the board of directors’ members present and voting at any regular or special meeting of the board of directors. Such a decision will be finally binding on the corporation and affiliates. The president will direct the appropriate officers to execute the documents necessary to legally consummate the sale or disposition.

Article XI. Dissolution of the Corporation

The corporation may only be dissolved by a two-thirds vote of the membership present and voting at a meeting called expressly for such purpose and after notice of such meeting shall have been mailed to each member not less than two weeks prior to the calling of such meeting.

In the event of such dissolution, the assets of the corporation, after the payment of all debts and obligation, shall be equally divided between the then affiliated clubs. The number of members in an affiliated club shall not be used to determine equal share.

These bylaws have been approved the board of directors at a special meeting held the 1st day of October 2003.

By _____
Al Hedemann
President

By _____
Linda Houlihan
Secretary

All amendments must be recorded with the following information:

Article and Section number and date approved.
