



# American International Women's Club of Cologne e.V.

## Constitution

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### Section 1 • Name, Language, Seat, Registration

1. The name of the organization is the American International Women's Club of Cologne e.V. (AIWCC).
2. English is the operational language of the organization, both among members and for business.
3. The seat of the AIWCC is in Cologne.
4. The AIWCC is registered in the Register of Associations of the District Court of Cologne (*Vereinsregister des Amtsgerichts Köln*).

### Section 2 • Fiscal Year

The organization's fiscal year begins January 1 and ends December 31.

### Section 3 • Purpose of the Organization / Nonprofit Status

1. The AIWCC shall pursue, exclusively and directly, social and charitable goals that further understanding among peoples within the meaning of the section of the German tax laws defining tax privileged purposes (*steuerbegünstigte Zwecke*).
2. The organization shall promote social well-being of and cultural understanding among members, the local community, and international communities, through the following objectives:
  - a. The support of local and global initiatives that assist people in need, especially women and children (e.g. financial assistance or donation of goods and services).
  - b. Financial support to other tax-privileged bodies and bodies governed by public law in the realization of nonprofit purposes within the meaning of this constitution.
  - c. The support of members and their families living in the Cologne area as they adjust to life in Germany, through information and advice related to the local area and customs.
  - d. A forum to communicate in English.
  - e. A community platform where members can engage in activities of common interest.

- f. Cultural exchange by means of discussion, lectures, conferences, excursions, and other activities.
  - g. Engagement with organizations with compatible missions.
3. The AIWCC shall share American traditions and promote awareness of the rights and responsibilities of US citizens abroad related to voting, taxation, and citizenship.
4. The AIWCC is a nonprofit organization. It does not pursue economic gain as its primary goal.
5. Funds shall only be used for constitutional purposes.
6. Members shall not receive compensation that is not in accordance with the purpose of the AIWCC nor receive disproportionately high compensation for services rendered to the organization.
7. The AIWCC is a nonpartisan and nondenominational organization.

## Section 4 • Membership

1. AIWCC membership is open to English speakers who support the purpose of the organization and wish to participate in club functions.
2. Membership types are determined by the governing board.
3. All applications for membership must be completed in written form on the AIWCC website.
4. The final responsibility regarding acceptance of applications for membership and termination of membership lies with the governing board, whose decisions are binding.
5. Membership in the AIWCC ends by non-renewal, cancellation, termination of membership, or death.
6. Resignation from the organization shall be submitted in writing (email) to a member of the governing board.

## Section 5 • Dues

1. Members shall pay annual dues to be in good standing.
2. Membership dues will be established by the governing board. Any changes go into effect at the start of the next fiscal year.
3. The governing board reserves the right to waive an individual's membership dues, entirely or partially, at its discretion.

## Section 6 • Governing Entities (*Organe*)

1. The Governing Board
2. General Meeting

## Section 7 • The Governing Board

### 1. Executive Board (*Vorstand*)

- a. The executive board (*Vorstand*), consisting of the president, vice president, and treasurer, shall together and separately have the legal authority to represent the organization in accordance with Section 26 of the German Civil Code (*BGB*).
- b. One of the three officers must either hold a US Passport or have a direct familial connection to a US citizen (parent, child or legal partner).

### 2. Governing Board

- a. The executive board, together with the membership chair and parliamentarian, make up the governing board of the AIWCC. Only voting members in good standing are eligible to serve.
- b. The president, vice president, treasurer, and membership chair are elected as a slate by the membership at the Annual General Meeting. The parliamentarian is appointed by the president.
- c. Elected officers serve a one-year term from January 1 to December 31. There are no term limits.
- d. The AIWCC Governing Board shall be responsible for the administration of the organizational business and for the accomplishment of the organization's constitutional purpose. To those ends, the governing board shall have the authority to disburse funds for necessary expenses to fulfill its organizational objectives. Such decisions taken by the governing board are binding.
- e. Voting
  - i. Each officer has equal voting rights.
  - ii. Resolutions shall pass with a simple majority of the officers present. Votes can be cast in person or via digital technologies.
- f. Members of the governing board may be removed from office for failure to perform their official duties or for actions which are deemed harmful to the purpose of the organization. Removal is decided by unanimous decision of the other governing board members.
- g. Vacancies
  - i. If an officer is removed or steps down prior to the end of the term, the governing board together shall designate a replacement to complete the term.
  - ii. The vice president shall fill the vacancy of the president. In the event that the vice president is not able to serve, the governing board shall appoint a new president to complete the term.

### 3. Leadership Positions and Special Committees

- a. The president, in consultation with the governing board, may appoint members to leadership positions as coordinators or chairs and create special committees which serve the good of the organization, further its purpose, and fulfill its objectives.
- b. Likewise, the president in consultation with the governing board may remove members from leadership positions for failing to fulfill their obligations or for actions which are deemed harmful to the purpose of the organization.
- c. The governing board shall hold regular leadership meetings with appointees.
- d. Leadership meetings shall be chaired by the president. If the president is not able to attend, they may designate a chairperson.
- e. Decisions shall be reached by a simple majority.

## Section 8 • General Meetings

1. The General Meeting is the supreme instrument of the organization. Its tasks may include, as appropriate, the election and deselection of the governing board, discharge of the governing board, acceptance of the reports of the governing board, passing of resolutions on amendments to the constitution, passing of resolutions on the dissolution of the organization, as well as other tasks, insofar as these result from the constitution or according to the law.
2. General Meetings may take place in person or on virtual platforms.
3. The Annual General Meeting (AGM) shall take place once every year.
4. An Extraordinary General Meeting (EGM) may be called by the governing board or at the written request of one-third ( $\frac{1}{3}$ ) of the voting membership.
5. Meeting invitations shall be sent in writing per email at least 14 days in advance to all members. The invitation shall include the proposed agenda; both shall be posted to the AIWCC website.
6. Quorum
  - a. The parliamentarian will determine if a quorum has been met.
  - b. Fifteen percent of voting members, including three members of the governing board, shall constitute a quorum. Absentee ballots, written or electronic, if verified by the governing board, shall be counted towards the quorum.
  - c. In the event that a quorum is not reached, a second meeting with the same agenda will be announced with 14 days notice. A quorum will be recognized irrespective of the number in attendance.
7. Voting
  - a. Electronic voting, postal voting, and in-person voting are permitted for all matters.
  - b. The governing board runs as a slate. The slate is elected by a simple majority of the votes cast.

- c. Resolutions shall pass with a two-thirds majority of valid votes cast.
  - d. Constitutional amendments shall pass with a two-thirds majority of valid votes cast and must be approved by the German Financial Authority (*Finanzamt*).
8. Meeting minutes shall be recorded by a secretary, who will be appointed by the president at the beginning of the meeting. The minutes will reflect the business that was conducted at the meeting and the results of any matters put to a vote. Both English and German versions of the minutes will be prepared and both will be signed by the president and the secretary. Signed copies of the German version will be submitted to the Associations Register of the District Court of Cologne (*Vereinsregister des Amtsgerichts Köln*).

## Section 9 • Fiscal Accountability

1. The treasurer shall present a proposed annual budget to the governing board for the fiscal year. The budget shall be approved by a simple majority.
2. The financial accounts shall be reviewed annually by a member who does not serve on the governing board. The reviewer shall present the findings as well as any recommendations to the governing board.

## Section 10 • Dissolution of the Organization

1. The organization can only be dissolved by a resolution passed during a General Meeting with a two-thirds majority of those voting members who are present.
2. In the event of the dissolution or disbandment of the organization or the abolition of tax-privileged purposes, the club's assets fall to the Maecenata Stiftung, which shall use them directly and exclusively for charitable or benevolent purposes.

## Section 11 • 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.

## Section 12 • Effective Date

This constitution was voted on and approved by the membership at a General Meeting on 21. February 2024. It takes effect upon signing.

Cologne, 21 February 2024



Patricia R Saur, President



Janet Davis, Parliamentarian