

of Grand Rapids, Inc.



Constitution and By-Laws

ADAPTED FEBRUARY 13th, 1981

1st REPRINT JUNE 12, 1005 WITH AMENDMENTS

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**4th REPRINT APRIL 28, 2007 WITH AMENDED ARTICLES III, VIII OF THE CONSTITUTION;
ARTICLES I, III, IV OF THE BY-LAWS**

5th REPRINT NOVEMBER 23, 2008 WITH AMENDED ARTICLE I SECTION 5 OF THE BY-LAWS

6th REPRINT APRIL 2015 WITH AMENDED BYLAWS FOR TWO TIERS OF MEMBERSHIP

**7th REPRINT MAY 2018 WITH AMENDED CONSTITUTION (ARTICLE II SECTION 1) CHANGING
IRS STATUS AND WITH AMENDED BY-LAWS (ARTICLE II SECTION 5) ELIMINATING
SPONSORSHIP OF FULL MEMBERS**

**8th Reprint Nov 2018 Removed requirement to be Tier 2 member for one year before becoming Tier 1
member (Bi-laws, article II, section 5)**

Edelweiss Club of Grand Rapids, Inc. Grand Rapids, Michigan

CONSTITUTION

Article I

The name of the club shall be EDELWEISS CLUB OF GRAND RAPIDS, INC.

Article II

Section 1.

The club is organized as a non-profit social, recreational, and family activities group, to engage in any activity not prohibited by Section 501(c)(4) of the Internal Revenue Code of 1954, or by the laws of the State of Michigan, or by the Constitution and By-Laws under which it is organized, to accomplish the following purposes.

- A. The promotion and development, in an area covering a radius of 50 miles around Grand Rapids, of knowledge, understanding, and appreciation of the customs and cultural heritage of Germany, especially among people of German background as well as people of German origin.
- B. To carry out any social, recreational, or family activities that will promote these purposes.

Section 2.

The Club is to be financed through the payment of dues and funds derived from fund raising activities, as deemed desirable by the Board in conformity with its purposes.

Article III

Section 1.

Any person 19 years of age or older shall be eligible for voting membership upon proper application.

A formal application for membership (in such form as may be prescribed by the Board of Directors from time to time) shall be presented to the Membership Secretary, who shall present it at the next regular meeting of the Board of Directors.

Section 2.

Persons under the age of 19 or full-time students under the age of 25 shall be eligible to be junior members with dues payable at 1/2 the adult membership fee. This shall be a non-voting membership.

Article IV

Section 1.

The officers of the club shall be a President, a Vice-President, a Recording Secretary, a Membership and Correspondence Secretary and a Treasurer.

Section 2.

The officers of the club, together with the Directors, shall constitute the Board of Directors.

Section 3.

The officers of the club shall be elected by ballot to serve one term of office or until their successors are elected as follows:

- A. President 2 years
- Vice-President 2 years
- Recording Secretary 2 years
- Membership and Correspondence Secretary 2 years
- Treasurer 2 years
- Directors 3 years
- B. One Director shall be elected each year

Section 4.

The President and Vice-President shall not be eligible to serve more than two consecutive terms in the same office.

- A. A member must have served one term of office as a member of the Board of Directors to be eligible for nomination as President.

Section 5.

No member shall hold more than one office at a time.

Article V

The club shall be regulated and governed by its Constitution and By-laws with final authority in all matters vested in the General Membership, with duties assigned to the Board of Directors as outlined in the By-laws.

ARTICLE VI

Section 1.

Meeting of the General Membership shall be held on or about the third Sunday of April and November, provided that notice of such meeting is published (including via the website) at least 30 calendar days prior to the meeting.

Section 2.

Special meetings of the general members can be called by the President or by a majority of the Board of Directors. At least one week notice shall be given in writing stating the purpose of the meeting. Only the stated purpose can be discussed at the special meetings with all other matters out of order.

Section 3.

The Board of Directors shall meet on or about the first Monday of each month at such time and place as determined by the President. Special meetings can be called by the President and shall be called upon the written request of three members of the Board.

Article VII

Section 1.

The president shall appoint a nominating committee of three (3) members prior to the November general membership meeting who shall prepare a slate of candidates for the offices to be filled.

Section 2.

The nominating committee shall present the slate of candidates at the November general membership meeting. Nominations from the floor will be accepted during the November meeting. Nominations are closed at the end of the November meeting (unless no candidates are nominated in which case the nomination process remains open until the next Board meeting, with nominations to be accepted by the Recording Secretary) and the names of the nominees shall be made known to the General Membership as soon thereafter as possible.

Section 3.

Election shall be by printed secret ballot at the April general membership meeting with the terms of office to begin at the close of the April general membership meeting. A majority of the votes cast shall be necessary to elect.

Section 4.

Members residing or vacationing out of state, or otherwise incapacitated, shall be eligible to participate in the election of officers by absentee ballot at the April general membership meeting. A request for absentee ballot must be made in writing to the Membership and Correspondence Secretary no later than February 15. All absentee ballots must be received at least two (2) business days prior to the April general membership meeting in order to be considered. In order to vote at any general membership meeting, or to be elected to any office, or to inspect the records of the club, such member shall be current on all membership dues then owing.

Article VIII

Section 1.

The club shall provide errors and omission insurance for all Board members and the Trustees of Oktoberfest (German fest).

Article IX

The Constitution can be amended at any meeting of the General Membership by a two-thirds vote of members present, provided that the amendment has been submitted in writing and read at a previous meeting and the General Membership has been notified that the amendment will be considered for final action and the meeting at which this action will take place.

Edelweiss Club of Grand Rapids, Inc. Grand Rapids, Michigan

By-Laws

Article I Offices

The registered office of the club shall be located at the address specified in its Articles of Incorporation or Constitution or at such other place as may be determined by the Board of Directors if notice thereof is filed with the State of Michigan. The business of the club may be transacted at such locations other than the registered office as the Board of Directors may from time to time determine or as the business of the corporation may require.

Article II Membership requirements

Section 1.

Members at all times shall be characterized by true ladylike and gentlemanly decorum with proper respect and consideration for all members and guests regardless of race, color or creed, and show due respect and consideration for those who for reasons of conveniences or better expression choose to speak in their native language with other members.

Section 2.

Offenders of Section 1 shall be subject to the discipline of the Board of Directors, who shall have the power to remove the offender from the membership rolls if the Board deems it advisable.

Section 3.

If any member fails to pay dues within 60 days of the date they are due, he or she shall be advised that his or her membership shall be terminated ten (10) days thereafter and can only be re-instated after paying a late fee of \$5.00 and the current dues owing within the current club year. If dues have not been paid for 1 year, or if a Gold Card member fails to report to the Membership and Correspondence Secretary for one year, the member shall be dropped from the membership list.

Section 4.

By a three-fourth vote at a regular meeting of the General Membership Honorary Life membership can be conferred upon any person who shall have rendered notable service to the club. An honorary member shall be entitled to all club privileges except that of voting at meetings or holding any office.

Section 5.

Tier One Membership is subject to the following rights and restrictions:

1. Subject to, and granted rights provided under, the full rules and regulations of the Constitution and By-Laws
2. Full annual membership fee
3. Voting Rights
4. Eligible for elected offices
5. Application Requirements: Shall apply by submitting the required Tier One Membership Application to the Membership and Correspondence Secretary (MCS) or designee.
6. Application Process: Upon acceptance and approval of the application by the MCS or designee, the MCS shall submit the application to the Board of Directors for approval. If approved by the Board, the MCS shall coordinate with the Treasurer for issuance of invoice for membership dues, receipt of payment, and addition of the member to the Tier One membership role.

Tier Two Membership is subject to the following rights and restrictions:

1. Subject to rules of Membership in Sections 1-3 of Article II of the By-Laws
2. Reduced annual membership fee
3. Non-voting membership and not eligible for elected offices.
4. Specific rights and privileges of the membership tier shall be determined by the Board of Directors except that voting rights and election eligibility cannot be conferred.
5. Application Requirements: Shall apply for membership by submitting the required Tier Two Membership Application to the Membership and Correspondence Secretary (MCS) or designee.
6. Application Process: Upon acceptance and approval of the application by the MCS or designee, the MCS shall coordinate with the Treasurer for issuance of invoice for membership dues, receipt of payment, and addition of the member to the Tier Two membership role.

Article III
Qualification and Obligations of Officers

Section 1.

Any member of the club is eligible for election to any office, provided he or she has been a member for at least one year.

Section 2.

The officers shall perform their duties according to the Constitution and By-Laws and by the parliamentary authority adopted by this club. Any officer failing to so perform shall resign at the request of the Board of Directors. Any officer who is absent from three consecutive Board or General Membership regular meetings without satisfactory excuse beforehand shall be automatically relieved of the office they hold.

Section 3.

The unexpired term of any office that becomes vacant shall be filled by appointment by the Board of Directors subject to ratification by the General Membership at the next regular meeting.

Section 4.

Only one member of a household shall serve on the Board of Directors at a time.

Article IV Duties of Officers.

Section 1. President

It is the duty of the President: to preside at all General Membership meetings; to prepare, with the Recording Secretary, a printed agenda of the business that will be brought before the assembly; and to preserve order and decorum; and to decide all questions of order. The President shall make all appointments required of that office both by the Constitution and the By-Laws and by action of the General Membership. The President shall sign, in the name of the club, such documents as may be required to make them legal.

Section 2. Vice-President

It is the duty of the Vice-President to assist the President as requested, and to assume all the duties of the President when the President is absent or unable to perform. The Vice-President shall preside at all Board of Director meetings. The Vice-President shall prepare with the Recording Secretary a printed agenda of the business that will be brought before the Board of Directors. The Vice-President shall have full voting rights at all Board of Director meetings.

Section 3. Recording Secretary

It is the duty of the Recording Secretary to keep an accurate record of the proceedings of all regular and special meetings of the General Membership as well as regular and special meetings of the Board of Directors. These records shall be read for approval at the next regular meeting of the assembly involved and shall be preserved in good order for future reference. Any member in good standing shall be entitled to inspect such records upon ten (10) days prior notice to the Recording Secretary and President. The Recording Secretary shall prepare agendas for all meeting after consulting with the President or Vice-President as to what business shall be presented to the assembly involved.

Section 4. Membership & Correspondence Secretary

It is the duty of the Membership & Correspondence Secretary: to receive all applications for membership; to present them at the next Board of Directors meeting; to notify the applicants of the decision by mail; to maintain a membership list and to publish a list of the current members each year prior to the November general membership meeting; to handle such correspondence that is necessary for the Board of Directors and the club to function properly; and to preserve copies of all correspondence in good order for further reference.

Section 5. Treasurer

It is the duty of the Treasurer: to receive all funds in the name of the club; to disburse funds when presented with proper invoices signed by the President or Vice-President and the chairperson of the committee of the event involved; to keep an accurate and proper record of receipts and disbursements; to prepare a report of current financial conditions which shall be included in all printed agendas for the Board of Directors and General Membership meetings; to submit all records to the Auditing Committee when requested; to notify the Membership and Correspondence Secretary of the receipt of dues and initiation fees and issue the membership

cards; and to accumulate all invoices submitted for payment and present them at the next meeting of the Board for approval prior to disbursing funds.

Section 6. Directors

The Directors shall be the custodians of all properties, securities and assets of the club. They shall maintain and report to the Board of Directors an inventory of all assets at the end of the fiscal year. They may meet separately from the board of Directors if necessary to carry out their responsibilities.

Article V Duties of the Board of Directors

Section 1.

The Board of Directors shall have general supervision of the affairs of the club between regular meetings of the General Membership. They shall take action they feel is necessary to protect the best interest of the club and report their actions to the next regular meeting of the General Membership with a request that their action be ratified. They shall make recommendations to the General Membership and shall further perform such other duties they are requested to by the General Membership. The Board of Directors shall approve or disapprove the application of new members after proper application. Members of the Board of Directors shall serve until their respective terms expire and until their successors are appointed or until their earlier resignation or removal. A member of the Board of Directors may resign by written notice to the Recording Secretary, which resignation shall be effective upon receipt or at a subsequent time as set forth in the notice. Vacancies on the Board of Directors occurring for any reason shall be filled by the vote of a majority of the Board of Directors. A director appointed to fill a vacancy occurring for any reason shall hold office for the remainder of the term of the position being filled or until his or her earlier resignation or removal. The Board of Directors shall hold their meetings, maintain the minutes of the proceedings of the Board of Directors and committees of the Board of Directors and keep the books and records of account for the club, in such place or places as the Board of Directors may from time to time determine. A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business, and the vote of a majority of the directors present at any meeting at which a quorum is present constitutes the action of the Board of Directors unless the vote of a larger number is specifically required by the Constitution or these Bylaws. If a quorum is not present, the directors present may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum is present. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors then in office, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors, or such committee, consent thereto in writing. Electronic transmission of consents is permitted. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee and the consent shall have the same effect as a vote of the Board of Directors or committee for all purposes. At any meeting of the Board of Directors, any officer or director who has a financial interest in the action being discussed or taken by the Board of Directors shall be excused from that portion of the meeting, shall not participate in the discussion of that matter, and shall not be entitled to vote on the proposed action. In situations where a director is so excused, the excused director shall be counted for purposes of determining whether a quorum is present, but shall not be counted for purposes of determining the majority necessary

to approve the action. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

Section 2.

The Board of Directors may authorize any officer, or officers, or agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the club and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the club shall be signed by such officer, or officers, or agent, or agents, of the club and in such manner as shall from time to time be determined by the Board of Directors. All funds of the club, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the club shall be signed by such officer or officers, agent or agents of the club and in such manner as shall from time to time be determined by the Board of Directors.

Section 3.

All invoices for unbudgeted items or services shall be approved by the Board of Directors prior to payment. Purchases should have prior approval; either specifically if over \$100.00, or by budget if under \$100.00, unless it is a budgetary payroll expense. Any purchase or contract of over \$300.00 must have Board pre-approval, with the exception of contract purchases under article V, Section 2.

**Article VI
Dues**

Section 1.

All dues and other fees shall be paid to the Treasurer. The fiscal year shall be equal to the calendar year. Therefore, all aspects of the club run from January 1 to December 31, including membership. The dues and fees structure shall be determined by the Board of Directors from time to time.

**Article VII
Meetings**

Section 1. General Membership

No business shall be conducted at a general membership meeting without a quorum. A quorum shall be 10% of the voting members of the membership.

Section 2.

All general membership meetings shall begin promptly at 3:00 PM and conclude at 5:00 PM with the minimum order of business as follows:

- | | |
|---|------------------------|
| 1. Opening | 6. Committee Report |
| 2. Minutes of previous meeting | 7. Unfinished business |
| 3. Report of Membership & Correspondence
Secretary | 8. New business |
| | 9. Good of the Club |

4. Treasurer's Report
5. Board of Directors Report

10. Adjournment

Section 3. Election Meetings

Elections shall be held immediately following the Treasurer's Report in the order of business. There must be a motion from the floor to suspend the regular order of business to complete the elections. The President shall appoint an Election Chairperson to preside during the election. The Election Chairperson shall appoint three (3) tellers to verify voting rights of members, to distribute ballots and to count votes. The Election Chairperson and the tellers cannot be candidates for office. The roll shall be called to determine the correct number of voters present. After the votes are tallied, they will be presented to the Election Chairperson who will announce the results. After the elections are completed, the meeting will continue following the regular order of business.

Article VIII Board of Directors Meetings

Section 1. Board of Directors

No business shall be conducted at a Board meeting without a quorum. A quorum shall consist of the majority of the Board.

Section 2.

The order of business for the Board of Directors shall, at a minimum, be as follows:

1. Opening
2. Minutes of previous meeting
3. Treasurer's Report
4. Correspondence
5. Unfinished Business
6. New Business
7. Committee Report
8. Good of the Club
9. Roll Call Adjournment

Article IX Committees

Section 1.

An Auditing Committee of three (3) individuals shall be appointed by the President in consultation with the Board of Directors at the November meeting whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year. They shall submit a written report to the General Membership meeting in March.

Section 2.

The Board of Directors may designate one or more additional committees which shall have such powers and duties as may be determined by the Board of Directors. All committees shall keep regular minutes of their proceedings and report to the Board of Directors when required. No committee shall have the power or authority to amend the Articles of Incorporation, the Constitution or Bylaws of the club, or fill vacancies in the Board of Directors.

**Article X
Parliamentary authority, Notice**

Section 1.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the club meetings in all cases to which they apply as long as they are not inconsistent with the By-Laws and any special rules of order the club may adopt.

Section 2.

Whenever any written notice is required to be given under the provisions of any law, the Constitution, or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the corporation. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act to be given in writing, electronic transmission (including email) shall constitute written notice. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Such notice shall be deemed to have been given at the time and on the day of such mailing.

**Article XI
Dissolution**

In the event of dissolution of the club, all assets become the property of the City of Grand Rapids.

**Article XII
Bonding**

The Treasurer and Oktoberfest Trustees shall be bonded for an amount to be determined by the Board of Directors.

**Article XIII
Amendments**

Amendments to the By-laws can be made at any regular meeting of the general membership provided they are presented in writing. A two-thirds vote of voting members present is required for adoption.

Founding Members

The German/American Edelweiss Club was founded in December of 1980 by ten enthusiastic people:

Theresia & Jack Arnold
Hildegard Diana-Herr
Martin F. Kroepsch
Maria M. miller
Barbara & Erwin Rosenberg
Lydia & Dan Spidell
Beanca Zwarensteyn

Who believed that a progressive, family-oriented German/American club would be welcome addition to the greater Grand Rapids area. The club started to operate formally as a business in February of 1981.

Past Presidents

Dan Spidell	1980 – 1982
Martin Kroepsch	1982 –1983
Ron VanderTill	1983 –1987
Bernie Siehling	1987 –1991
Theresia Arnold	1991 –1995
Bernie Siehling	1995 –1997
Maria Miller	1997 –1998
Ron VanderTill	1998 –1999
Terry VanderLaan	1999 – 2003
Bernard Kleinselbeck	2003 –2005
Ron VanderTill	2005 –2007
Barb Koning	2007 - 2009
Johanna Dean	2009 – 2011
EileenWigen	2011-2013
Brian Vilmont	2013-2017