

SWISS CLUB OF WASHINGTON, D.C.

2900 CATHEDRAL AVENUE, N.W.

WASHINGTON, DC 20008

**CONSTITUTION
OF THE
SWISS CLUB OF WASHINGTON, D.C.**



**Organized in January 1923 and Incorporated on
August 18, 1924, under the Laws of the District of Columbia
Last revision: [October 2010]**

Approved unanimously at the General Assembly of October 15, 2010

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ARTICLE I NAME, SEAT, AND PURPOSE

- A. The name of this organization shall be Swiss Club of Washington, D.C. It shall be a non-profit organization with its seat in Washington, District of Columbia.
- B. The purpose of the corporation is to establish and operate a social organization for persons of Swiss heritage, their spouses, and friends of Switzerland, who are bound together by a common objective toward pleasure and recreation, and who, through personal contact, commingling and fellowship, desire to preserve, share, advance, transmit and enjoy Swiss culture in all its aspects, through social activities including, but not limited to, meetings, celebrations, outdoor activities, lectures, musical performances, and artistic exhibitions.
- C. Substantially all of the activities of the corporation shall be for these purposes and no part of the corporation's earnings shall inure to the benefit of any private shareholder or any member, director, officer or other private person.

ARTICLE II

MEMBERSHIP, ADMISSION, AND DUES

A. Membership

1. The Club shall be composed of Swiss nationals over 18 years of age, descendants of Swiss nationals, their spouses, and others meeting the admission requirements.
2. The Club shall consist of dues-paying, complimentary and honorary members.
 - a. Dues-paying memberships shall be conferred upon completion of, and pursuant to, the application and admission procedures set forth herein. Dues-paying memberships shall be for one year terms.
 - b. Honorary memberships shall be conferred only upon those who have distinguished themselves by their meritorious service to the Club and those who have contributed to the general welfare of Switzerland and/or its citizens. Honorary memberships shall be conferred upon (i) nomination by the Executive Committee in its discretion and (ii) approval by a majority of the members present at the annual meeting. Honorary members shall pay no dues, and the term of the honorary membership shall be for the life of the member, unless the member withdraws such membership.
 - c. Complimentary memberships shall be conferred only upon those who have contributed substantially, by service or other means, to the Club during the year in which such membership is conferred. Complimentary memberships shall be for one year terms, and shall be conferred upon (i) nomination by the President and (ii) following approval by a majority vote of the Executive Committee. Complimentary members shall pay no dues for the year in which such membership was conferred.

B. Application and Admission

1. Swiss and descendants: Application shall be made to the Executive Committee by means of completion of the Club's application forms.
2. Others: Application shall be made to the Executive Committee. Those applying for such membership shall demonstrate their interest in Switzerland and understanding of its culture, and such other criteria as the Executive Committee may determine as appropriate.

C. Dues

Annual dues shall be for the calendar year, except dues of new members received on or after October 1st, which shall be credited to the calendar year beginning the following January. Dues delinquent after six months will result in automatic termination of membership.

ARTICLE III MEETINGS

- A. The Club shall hold general membership, social, or business meetings throughout the year.
- B. The business of the Club shall be transacted only at general membership meetings to which all members have received at least two weeks prior notice. Business transacted at such meetings shall be binding if agreed to by a majority of members present at such meeting, regardless of the number of members present. The Executive Committee shall be responsible for executing the Club's business as provided in Article IV(B).
- C. Executive Committee meetings shall be held at the call of the President. Such meetings shall be open to the full membership and members may attend in their discretion. The Executive Committee may invite such other guests to Executive Committee meetings as the Executive Committee deems appropriate.
- D. There shall be an annual meeting in the last quarter of each calendar year. The Club's business will be determined at the annual meeting, and the following items shall be included in the agenda of such meeting:
 - 1. President's Report
 - 2. Treasurer's Report
 - 3. Election and installation of new officers and discharge of former officers
 - 4. Election of honorary members
 - 5. Other business.

ARTICLE IV EXECUTIVE COMMITTEE, OFFICERS, AND COMMITTEES

- A. The Executive Committee shall consist of at least the President, Immediate Past President, 1st Vice-President, Secretary, and Treasurer. The Executive Committee may also include a 2nd Vice- President, Program Coordinator, Publicity Officer, Membership Coordinator, At-Large Members, and such other positions as (a) the Executive Committee determines; or (b) the membership elects at the annual meeting; provided, however, that the Executive Committee shall always comprise an odd number of individuals. The immediate past President shall remain on the Executive Committee as a voting member for one year after the election of the new President. Members of the Executive Committee shall be elected or appointed as provided in Article V.
- B. The Executive Committee shall be responsible for transacting the business of the Club and carrying out the wishes of the majority of the members as determined pursuant to Article III(B). Single disbursements of up to \$3,000.00 may be made by the Treasurer without prior approval. Single disbursements of between \$3,000.00 and \$10,000.00 shall be made only with the approval of two-thirds of the Executive Committee. Single disbursements in excess of \$10,000 shall only be made after approval by the members present at any general membership meeting.

C. The elected officers of the Club include:

1. **President, who shall:**

- a. preside at all general membership and Executive Committee meetings
- b. issue periodic newsletters and render an annual report
- c. maintain liaison with similar organizations
- d. represent the Club when called on to do so
- e. sign official documents for the Club
- f. appoint special committees as needed.

2. **1st Vice-President, who shall:**

- a. assume the duties of the President in his or her absence.

3. **2nd Vice-President, who shall:**

- a. assist the President as needed

4. **Secretary, who shall:**

- a. keep records of Club activities including taking minutes of Executive Committee meetings and the annual meeting
- b. attend to Club correspondence as needed
- c. sign non-binding correspondence on behalf of the Club
- d. maintain past Club records

5. **Treasurer, who shall:**

- a. maintain accurate accounts of all financial transactions, opening them upon request to the Executive Committee and auditors
- b. render a financial report for the Annual Meeting
- c. sign all Club disbursements

6. **Program Director, who shall:**

- a. coordinate all the clubs programs
- b. develop and present ideas for club activities to the Executive Committee

7. **Membership Coordinator, who shall:**

- a. maintain a current membership list and accurate records of all Club members in (a) paper and (b) electronic format
- b. process all incoming membership applications and renewals
- c. conduct annual renewal drives
- d. maintain correspondence with members in connection with membership questions

8. **Publicity Officer, who shall:**

- a. assist the President with the publishing and distribution of the Club's newsletter.
- b. maintain the Club's website
- c. assist the President in all promotional activities of the Club.

D. Authority and Roles of Elected Officers.

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a. The Executive Committee may modify the roles of any elected officer at any time, in its discretion, and with the consent of the elected officer. A single individual may serve as more than one elected officer at any time, in the Executive Committee's discretion, and with the consent of the elected officer; provided, however, that a single individual may not serve as both the President and the Vice President, or as both the President and the Treasurer.

b. Elected officers may share or delegate duties as appropriate; provided, however, that the Treasurer may not delegate signing authority on the Club's bank account and/or access to the Club's bank account.

c. Only the President and Treasurer may sign binding contracts on behalf of the Club. Both the President and Treasurer must sign any binding contract that imposes aggregate liability on the Club in excess of \$5,000.00.

d. The Secretary, and other elected officers, may sign Club correspondence that falls within the scope of executing their elected roles; provided, however, that no such elected officer may sign correspondence or assert public positions on behalf of the Club that bind the Club to any political, policy or personal view.

E. The President may appoint the following Committees, or with the consent of the Executive Board, such other committees as the President deems appropriate:

9. Entertainment Committee which shall arrange the social programs of the Club.

10. Auditing Committee, which shall examine the annual financial report. This committee may consist of one or more members, an independent professional, or other qualified person.

11. National Day Committee, which shall organize and manage all or parts of the National Day Celebration.

12. Nominating Committee, which shall offer recommendations for officers to be elected. The Nominating Committee may consist of one individual and may be appointed at the annual meeting.

ARTICLE V ELECTION OF OFFICERS

A. Other than the Immediate Past President, all members of the Executive Committee shall be elected by the members at the annual meeting. Prior to the annual meeting, the Nominating Committee (if appointed) shall offer its recommendations at least two weeks prior to the election in the Club's newsletter. In the absence of a Nominating Committee, nominations may be made (i) upon the appointment of a Nominating Committee at the annual meeting and (ii) by the members at the annual meeting. All members in good standing are eligible for election.

- B. The Nominating Committee, or members present at the annual meeting as the case may be, shall present a slate of officers for election at the annual meeting. Candidates shall be elected to the Executive Board by a vote of a majority of members present at the annual meeting, regardless of the number of members present. Candidates may cast a vote. In the event of a tie, the current President shall cast an additional vote to break the tie.
- C. In case of a vacancy on the Executive Committee either at the annual meeting or during the year, the President, with consent of the Executive Committee, shall appoint such members to fill such vacancies as necessary to comply with Article IV(A) and may appoint such other members to fill any other vacancies as the President, with the consent of the Executive Committee, deems appropriate.
- D. The term of office shall be from January 1 to December 31 of each calendar year. The President shall serve a maximum of three consecutive terms in the same function.
- E. The term of any elected officer may be terminated prior to the expiration of one year (a) upon the voluntary resignation of the elected officer; (b) the termination of the term by a majority vote of the Executive Committee; or (c) at the request of the President and upon agreement by the elected officer.

ARTICLE VI AMENDMENTS

The Executive Committee or ten or more members of the Club may propose amendments to this Constitution in writing by mailing the same to the Secretary of the Club at least thirty days prior to the next membership meeting of the Club. The membership shall be notified in the Club's newsletter of such proposed amendments to be acted upon at the next membership meeting. A two-thirds majority of the members present is required to pass any amendments.

ARTICLE VII MISCELLANEOUS

Whenever a provision of the articles of incorporation is inconsistent with a provision of the constitution, the provision of the articles of incorporation shall be controlling.
