

American Women's Club of Basel Bylaws (Amended May 2015)

ARTICLE I

Name

The name of this organization shall be: American Women's Club of Basel.

ARTICLE II

Nature and Purpose

1. The Club shall be an unincorporated non-profit social association (Verein).
2. The purpose of the Club shall be:
 - a) to further social relationships among American women living in the Basel area
 - b) to promote friendly relations with the host country, and
 - c) to contribute financial aid to primarily Swiss philanthropic organizations, when funds are available.
3. The Club shall be a member of the Federation of American Women's Clubs Overseas (FAWCO).
4. The Club shall issue its own newsletter which shall be published a minimum of nine times a year. The newsletter shall be distributed to all members in good standing and sold at rates to be agreed upon to non-member subscribers.
5. The Club shall be non-political and non-sectarian.

ARTICLE III

Resources

To pursue its purposes, the Club shall raise money in a form of membership dues. In addition, the Club shall sell such items, or organize such events, as the Club sees fit with the goal of raising money. The Club shall also solicit orders for advertisements to be included in the newsletter.

ARTICLE IV

Membership

All members are expected to share in the responsibility to perform some service for the Club.

A. Types of Membership

1. Regular members

Prospective regular members must submit a written application to the Membership Committee. The following categories define eligibility for regular members:

- a) Women who are citizens of the United States of America.
- b) Wives of citizens of the United States of America.
- c) Daughters of citizens of the United States of America.
- d) Women who were citizens of the United States of America.

2. Associate members

Prospective associate members must submit a written application to the Executive Board stating their reason for wanting to join the Club and indicating their links with the United States of America.

- a) Associate members shall be non-American women who are fluent in English, who meet the qualifications as stated in the administrative guidelines and who are willing to assume an active role in Club functions.
- b) Acceptance of associate members will be decided by a two-thirds vote of the Executive Board.
- c) The total number of associate members shall not exceed 20 % of the regular membership.

3. -----

4. Friends

Prospective friends must submit a written application to the Executive Board stating their reason for wanting to be associated with the Club and indicating any links with the United States of America.

- a) Friends shall be non-American women who are fluent in English, who meet the qualifications as stated in the administrative guidelines.
- b) Acceptance of friends will be decided by a two-thirds vote of the Executive Board.
- c) The total number of friends shall not exceed 15% of the regular membership.
- d) Friends shall have no voting privileges nor have the right to hold chair or Board positions or lead interest groups.

B. Privileges

1. Regular members have full voting privileges and the right to hold elective office, with the exception that the President, the Vice President and the FAWCO Representative must be American citizens.
2. Associate members have the same privileges as regular members.
3. Honorary members have the same privileges as regular members, and shall have the privilege of being exempt from paying dues.

C. Resignation

1. Written resignation should be sent to the Membership Chairman.
2. Dues are not refunded.
3. The Executive Board may, by unanimous vote and for just cause, request the resignation of a member.

ARTICLE V

Organization

The officers of the Club shall be the President, Vice President, Secretary, and Treasurer. The Standing Committees shall be FAWCO Representative, Membership, Social, Program, Newsletter and Library Liaison. The officers and Committee Chairmen shall be elected to a one-year term and can be re-elected for a further term or terms, not to exceed four consecutive years in the same position. Their duties shall be stipulated in separate detailed administrative guidelines which shall be drafted by the Executive Board. Standing Committees have the option to be headed by Co-Chairs, at the discretion of and with approval from the Executive Board.

A. **President:** She shall administer the affairs of the Club officially. She shall preside at all meetings of the Club and the Executive Board. In case of a vacancy in one of the offices other than the presidency, she shall appoint a member to fill the unexpired term. She shall have signatory rights for the Club's finances.

B. **Vice President:** She shall assist the President and perform her duties in her absence. In case of a vacancy in the office of President, the Vice President shall at once succeed to this office for the duration of the term. In the absence of the President, she shall have signatory rights for the Club's finances.

C. **Secretary:** She shall keep the minutes of all business meetings of the Club and of the Executive Board. She shall have custody of the Club records and keep them up-to-date.

D. **Treasurer:** She shall have custody of the Club's funds. She shall receive and disburse these funds. She shall have signatory rights for the Club's finances.

E. **FAWCO Representative:** She shall be the official representative of the Club in FAWCO and be the liaison between FAWCO and Club activities.

- F. **Membership:** The committee chairman shall be responsible for all business pertaining to Club membership.
- G. **Newsletter:** The editor shall be responsible for the newsletter and the mailing of Club publications.
- H. -----
- I. **Events and Social:** The committee chairman shall be responsible for the supervision of all special events and programs.
- J. **Library Liaison:** The liaison represents the Club in relationship to the English Library of the GGG Stadtbibliothek.

ARTICLE VI

Executive Board

- A. The Executive Board shall consist of the officers and the Standing Committee chairmen of the Club.
- B. The Executive Board shall be responsible for the administration of the Club according to the bylaws and the administrative guidelines.
- C. The President shall call meetings of the Executive Board.
- D. The President may invite to or accept upon request the attendance of any other persons at the Executive Board meetings.
- E. All matters requiring a decision by the Executive Board shall be decided by a two-thirds vote.

ARTICLE VII

Committees

- A. Chairmen of other Committees shall be appointed by the President. The Chairmen shall be responsible for the administration of their committees according to the corresponding Committee Chairmen guidelines.
- B. The President shall have the power, on the recommendation and approval of the Board, to establish New and Special Committees as may be required to carry on the work of the Club or eliminate those that become redundant.

ARTICLE VIII

ARTICLE IX

Annual General Meeting (AGM)

The General Meeting of members is the highest organ of the Club.

- A. Any regular monthly meeting scheduled between May 1 and June 30 may be designated as the Annual General Meeting.
- B. The agenda for the AGM shall be presented to the entire membership one month prior to the AGM. Once the agenda is published, no changes, additions or substitutions shall be accepted. Any member may in writing request to the President an addition to the agenda at any time prior to publishing of the agenda.
- C. The following business shall be conducted at the AGM:
 1. The minutes of the previous Annual General Meeting be approved.
 2. The Executive Board's report on the preceding year shall be submitted in written form.
 3. The Treasurer's report shall be submitted and the Auditors' report read and voted on.

4. The budget for the coming year shall be presented and approved.
5. The Executive Board's proposals with respect to monies available, based on suggestions for charitable purposes received from members prior to the AGM, shall be presented and voted on. An exception to this is that any funds raised exclusively at a FAWCO event shall be donated to a charitable purpose proposed by the FAWCO Committee and approved only by the Executive Board.
6. All other agenda items shall be addressed.
7. The new Executive Board shall be elected.
8. The newly elected officers shall be installed.

ARTICLE X

Meetings

- A. Business meetings may be held on a regular basis from September through June.
- B. Notice of meetings shall be published in the Newsletter.
- C. Extraordinary general meetings may be called by the President, by the Executive Board or upon written request by at least 20 % of the current membership of the Club. The purpose of such meetings shall be stated in the call. Written notice must be given to all members at least two weeks in advance of such meetings.
- D. Resident Americans shall be limited to two events as guests at regular meetings.

ARTICLE XI

Quorums

- A. Annual General Meeting: No quorum shall be required.
- B. Business meetings: No quorum shall be required.
- C. Executive Board meetings: 50 % of the Executive Board shall constitute a quorum.
- D. Nominating Committee (see article XII): Three members shall constitute a quorum.

ARTICLE XII

Nominations

- A. The President shall appoint a regular member to be the Chairman of the Nominating Committee. The Chairman shall invite one regular member and one associate member to serve with her on the Committee. At her discretion, she may invite an additional member to serve on the Committee.
- B. The duties of the Nominating Committee shall be to seek and to accept names of potential nominees for the offices, and to confirm that the candidates qualify and are willing to accept the nomination.
- C. The proposed slate shall be published prior to the Annual General Meeting.

ARTICLE XIII

Elections and Voting Procedures

- A. Elections of the Executive Board shall take place at the Annual General Meeting. A majority vote is needed. The Nominating Committee Chairman shall present her report.
- B. Voting procedures
 1. In electing the Executive Board, the procedure is to be agreed upon at the meeting by a majority vote.
 2. Voting shall be by hand, ballot or by motion of acclamation. If more than one candidate is nominated for an office and there is a tie, voting must be continued until one candidate receives a majority.
 3. For motions, voting shall be by hand or ballot.

4. Absentee voting is valid.
5. Items of business not on the agenda cannot be voted on.

ARTICLE XIV

Finance

- A. Fiscal Year
The fiscal year shall be from May 1 through April 30.
- B. Dues
 1. Membership dues shall be determined at the Annual General Meeting and shall be payable by June 15. New members joining the Club after January 1 shall pay half the dues for the remainder of the fiscal year.
 2. Changes regarding dues shall be proposed by the Executive Board and voted on at the Annual General Meeting, approval requiring a majority of those voting.
- C. Auditor
 1. The President shall appoint two Auditors annually.
 2. The Auditors shall review the Treasurer's accounts and prepare a written report for the Annual General Meeting.
- D. Budget
 1. A draft budget based on expected income not designated for charity purposes shall be established by the treasurer.
 2. The final draft budget shall be approved by the Executive Board.
 3. The final budget shall be presented at the Annual General Meeting.
 4. Any expenditure in excess of 10 % of the annual budget and not allocated in the current budget must be voted on and approved by a majority of the membership present and voting at any monthly meeting.

ARTICLE XV

Rules of Order

- A. The Swiss Civil Code (Art. 60 ff ZGB) is the final legal authority for the Club.
- B. Robert's Rules of Order, Newly Revised, shall be the authority in all questions of parliamentary law not covered by these bylaws.

ARTICLE XVI

Administrative Guidelines

- A. The administrative guidelines are to be drafted by the Executive Board and followed by all officers, Committee Chairmen and other chairmen.
- B. The administrative guidelines may be changed by a majority vote of the Executive Board, but must remain in congruence with these bylaws.

ARTICLE XVII

Amendments and Revisions

- A. Proposals for amendments or revisions of these bylaws must be submitted in writing to the President for the attention of the Executive Board, and shall be subsequently presented for voting and the Annual General Meeting, or by an extraordinary meeting called for that purpose.
- B. The bylaws may be amended or revised by a two-thirds vote of members present and voting at the Annual General Meeting or by an extraordinary meeting called for that purpose.

- C. Notice specifically stating the proposed amendment or revision must be sent by the executive Board to every voting member at least two weeks in advance of the meeting, either by mail or by publication in the newsletter.

ARTICLE XVIII

Validity

These bylaws shall supersede prior bylaws.

ARTICLE XIX

Dissolution

In the event of the dissolution of the Club, the members, at an extraordinary meeting, shall appoint a Committee of Liquidators and determine its powers. The net assets of the Club remaining after payment of Club liabilities and after dissolution shall be used exclusively for charitable purposes.