



# CANNSTATTER VOLKSFEST-VEREIN

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## CONSTITUTION & BYLAWS

### ARTICLE 1: Name

The organization shall be known as the “CANNSTATTER VOLKSFEST-VEREIN” of Philadelphia (“CVV”).

### ARTICLE 2: Purpose

The purpose and objectives of the Cannstatter Volksfest-Verein are the holding of the annual Volksfest, the promotion and preservation of German culture and traditions, the encouragement of German language studies, the provision for social, educational and entertainment programs for its members, the comfort of sick and hospitalized members, and for general charity.

### ARTICLE 3: Membership

- 3.1 Any person of good and moral character, age 21 years or older shall be eligible for membership provided he is recommended by two members and a Board of Directors member. A prospective member must submit the application form together with the dues and initiation fee determined by the Board for the current year. The name of each applicant shall be read at the next Board of Directors meeting for approval and voted on individually. Any Board member may request a secret ballot and if there are five negative votes the applicant shall be rejected and his fees returned. Said applicant may reapply after the lapse of one year.
- 3.2 There shall be two classes of membership, Active and Social.
  - 3.2.1 Social Membership: Social members will have all of the privileges of membership except the right to vote and to hold office. The class of membership requested should be Indicated on the application form.
  - 3.2.2 Active Membership: Only Active Members may vote in CVV meetings and hold office. Candidates for Active membership shall demonstrate interest in preserving and maintaining the German culture, traditions, and language and demonstrate a spirit of



service and volunteerism to the CVV. A candidate for Active membership shall be a Social member for a period of two (2) years after which such candidate may apply for Active membership. In the event a Social member exhibits extraordinary service to the CVV, the Board of Directors may elect to invite the Social member to apply for Active membership. Application for Lifetime membership may be made at the time a Social member is eligible for Active membership or anytime thereafter. In the case of a married couple membership shall entitle both to the privileges of the CVV except that in the case of an Active membership only the person in whose name the membership appears may vote and hold office. If both partners wish to be Active members, each must apply for a membership in their individual names.

#### ARTICLE 4: Fees and Dues

- 4.1 Annual dues, initiation fees and other charges shall be set by the Board.
- 4.2 The spouse and adult children of members in good standing or of deceased members shall have the privilege of waiver of the initiation fee upon their application for membership.

#### ARTICLE 5: Membership Duties

It shall be the duty of every member of the CVV to promote friendship among the members and to uphold and defend the good name of the organization. Members shall attend meetings and assist and volunteer where and when possible in the activities of the CVV. Any member changing his place of residence or email address shall notify the CVV.

#### ARTICLE 6: Meetings

Meetings of the CVV members shall be held at least once yearly at a time and place to be designated by the Board. Special meetings may be called by the Board on the written request of nine (9) Active members or by the President. The purpose of such special meetings must be clearly outlined and no other business may be transacted at these special meetings other than the stated agenda. Notification of all meetings shall be published, whenever possible at least thirty (30) days prior, in the CVV Newsletter, posted at the CVV or by any other appropriate means.

#### ARTICLE 7: Membership Meeting Quorum and Procedures

Twenty-one (21) Active members along with the presiding officer shall constitute a quorum for the transaction of business. All questions shall be decided by majority vote except in the cases specifically named in this Constitution and Bylaws. The presiding officer may only vote to break a tie. All meetings will be conducted according to "Robert's Rules of Order".



#### ARTICLE 8: Rights and Privileges

The CVV Active Membership reserves for itself the following rights and privileges:

1. To approve amendments to the Bylaws
2. To elect a Board of Directors
3. To investigate and resolve all complaints against the Board of Directors and its proceedings and resolutions.

#### ARTICLE 9: Board of Directors

The business of the CVV shall be conducted by a Board of Directors consisting of thirty (30) members, who shall be elected for a period of two years; each year fifteen Directors shall be elected. In the case of a vacancy the Board may appoint a person to inherit that position for the balance of that remaining term. In the event of a tie, a run-off election shall be held at a time and place to be set at the election meeting, but said run-off must be scheduled within sixty days. The newly elected Directors shall take office in April at the regularly scheduled Board Meeting. At this meeting the Board shall elect from among its membership the following seven (7) officers which shall constitute the Executive Board: President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Secretary, and Property Manager.

#### ARTICLE 10: Board of Directors Duties

The Board of Directors is authorized to act on behalf of the CVV in the operation of the CVV's business. More specifically, the following duties are conferred on the Board:

1. Admission and/or expulsion of members.
2. Administration and supervision of the financial affairs and property of the CVV.
3. Maintenance of the material interests of the CVV, the investment of its money and the dispensing of charity.
4. Maintenance of order at meetings and festivities.
5. Arrangements of the CVV festivities.



6. Oversight of the daily operation of the CVV.

#### ARTICLE 11: Board of Directors meetings, Quorum, and Voting

Fifteen (15) Directors shall constitute a Quorum of the Board of Directors for the transaction of business. A majority of the votes of the Board members present decides the acceptance or rejection of a question or motion. The President shall vote only in the case of a tie but the President shall be entitled to vote for officers and for the acceptance of new members. The resolutions and decision made by the Board are binding on the CVV except those reserved for the active Members in Article 8. The Board shall meet monthly at such time and place as they designate. If any member has two consecutive unexcused absences, he may, by a two-thirds vote of the Board, be removed from office. However, the Board member must be notified in advance if such action is to be taken and given the opportunity to explain his situation to the Board.

#### ARTICLE 12: President

The President shall preside at all meetings of the CVV and its Board of Directors, preserve order and enforce all rules and regulations; decide all questions of order (subject to appeal), act as a judge of elections for membership and declare the results, appoint all committees, sign all orders on the treasury for such monies as may be appropriated for all legal papers and such documents as may require his signature.

#### ARTICLE 13: Vice Presidents

- 13.1 First Vice President – The First Vice President is the representative of the President and shall serve in his absence and in such instances have the same powers and duties. In the event of the death, resignation or removal from office of the President, the First Vice President shall assume such duties until an election can be held.
- 13.2 Second Vice President – The Second Vice President shall serve in the absence of both the President and First Vice President and in such instance have the same powers and duties. The Second Vice President shall act as an intermediary between the Board and the CVV manager with responsibility for food and beverage operations and catering functions

#### ARTICLE 14: Treasurer

The Treasurer shall receive from the Financial Secretary all monies received by him for the CVV and pay all orders approved by the Board. He shall keep a separate and distinct account of the receipts and expenditures of the CVV and shall, if called upon, produce said books for inspection. He shall serve as a member of the Finance Committee.



#### ARTICLE 15: Secretary

The Secretary shall keep accurate minutes of the CVV meetings and the meetings of the Board of Directors which he shall keep in a book provided for that purpose. He shall notify CVV members of meetings. He shall handle all correspondence of the CVV and perform such other duties normally associated with that office.

#### ARTICLE 16: Financial Secretary

The Financial Secretary shall execute all orders on the treasury and keep a set of books for the CVV that completely detail the financial dealings of the CVV. He shall keep a register of the names and contact information of all CVV members and serve as the Membership Chairman, and keep a full and accurate record of membership dues paid and other monies of the CVV and remit such funds to the Treasurer. He shall furnish at every regular meeting a statement of the finances and at the end of the fiscal year a full annual financial report. He shall serve on the Finance Committee.

#### ARTICLE 17: Property Manager

The Property Manager has supervision over all of the property of the CVV, including all movable property and shall keep a full account of all such property.

#### ARTICLE 18: Executive Committee

The Executive Committee shall consist of the seven (7) officers. It shall execute all orders given to it by the CVV and/or the Board. In cases of emergencies it has the right to act fully in the name of the Board.

#### ARTICLE 19: Finance Committee

The Finance Committee shall consist of the First Vice President, Treasurer, Financial Secretary, and such members of the Board as the President may appoint. They shall have the following duties:

1. To investigate and approve all bills for payment.
2. To examine and countersign all financial reports.
3. To supervise all financial affairs of the CVV, to invite contracts and to submit such proposals to the Board.



4. They shall meet at such times and place as they may decide but they must meet at least once a month.
5. The Chairman of the Committee shall sign all orders on the Treasurer.
6. The Committee has a right to order the payment of bills, which the Board has appropriated at a prior meeting. The Committee may pay usual and customary recurring invoices up to \$5,000. Such payments are entered into the official records.
7. To execute all orders of the Board of Directors.

#### ARTICLE 20: Charity Committee

The President shall appoint a Charity Committee whose purpose is to comfort the sick, needy and/or infirm members of the CVV. The Committee shall recommend to the Board the recipients of charitable donations, but such recommendations require the approval of the Board.

#### ARTICLE 21: Reserve Fund

For the purpose of always having at hand the material means to carry out the purposes of the CVV a Reserve Fund of at least \$ [REDACTED] shall be created which shall remain intact unless otherwise directed by an order of the Board of Directors.

#### ARTICLE 22: Nomination and Annual Meetings

- 22.1 Nomination to the Board of Directors – Candidates for the Board of Directors must be Active members of the CVV and must be nominated at a special meeting called for that purpose no later than thirty days prior to the Annual Meeting and election. The Nominations Committee, appointed by the President, shall prepare a ballot. Incumbent Directors shall be listed in alphabetical order followed by new candidates in the order in which they were nominated.
- 22.2 Annual Meeting and Board of Directors Election – At the Annual Meeting to be held on the third Sunday of February an election shall be held for membership to the Board of Directors. Tellers appointed for that purpose shall keep an accurate tally of those determined eligible to vote. Following the completion of the voting they shall count the number of votes received and report same to the President. All ballots shall be returned to the Secretary and are to be destroyed after adjournment of the Annual Meeting.

#### ARTICLE 23: Resignation



Any resignation of a Board member must be submitted in writing to the Board of Directors. Board members and Officers of the CVV who tender their resignations must deliver all property of the CVV to the Property Manager.

#### ARTICLE 24: Expulsion

The expulsion of a CVV member and revocation of his membership can be ordered by the Board after one of the following charges has been brought and sustained by good evidence: (1) if a member has conducted himself improperly, (2) repeatedly acts in opposition to the Bylaws and best interest of the CVV, or (3) has been convicted of a felony or misdemeanor by a court of law. It requires a two-thirds vote of the Board to expel a member except that Assault and Battery committed at a meeting or on the premises shall result in immediate expulsion of the member.

#### ARTICLE 25: Amendments

Any changes or amendments to this Constitution and Bylaws must be proposed in writing, approved by the Board and ratified by a general meeting of the CVV by a two-thirds vote of the members present. The proposed amendment must be on public view at least one month before the meeting at which it is to be voted upon.

#### ARTICLE 26: Pronouns

Throughout this Constitution wherever masculine pronouns are used they should be construed to include women.

#### ARTICLE 27: Dissolution

The CVV shall not be dissolved as long as there are seven good-standing Active members who are in favor of its existence. Should the membership fall below seven, then the CVV shall be considered dissolved and the remaining members shall decide to which legally existing charitable organization, consistent with the aims and purposes of the organization, the remaining assets shall be donated.