

**RESTATED AND AMENDED BYLAWS
OF THE
SWISS SOCIETY OF CHARLOTTE, INC.
2009**

1 PURPOSE AND MISSION STATEMENT

- 1.1 The society functions as a social club and is known as the Swiss Club of Charlotte. The society operates as a non-profit organization under the Internal Revenue Code, Section 501(c)(3).
- 1.2 The society is a group of Swiss, European and American friends looking to encourage Swiss traditions and enjoy getting together for fun, food, and various activities. The society will not intervene in any political campaign, influence legislation or any act of self dealings.
- 1.3 The society is also encouraging joint events and contacts with the other active international clubs in the greater Charlotte area and the Piedmont region.

2 MEMBERSHIP

- 2.1 Any individual over twenty one (21) years of age interested in above goals and purposes is eligible for membership by completing an application form and paying the dues for the new calendar year.

There is no family membership and children under 21 of age are covered under their parent's membership.

A member has to be in good standing to receive any privilege of membership. The board of directors, by a majority vote, may terminate the membership of any member who is not in good standing.

- 2.2 The society is keeping a list of people interested in the club, which can be contacted (usually only by email) and invited as guests to select functions and events.

3 RIGHTS AND DUTIES

- 3.1 These bylaws set forth the right and duties for all members of the society.

- 3.2 Annual membership dues, proposed annually by the board and ratified during the annual meeting, shall be paid by all members to be in good standing.

All members should realize that the administrative work performed by the board is time consuming and can only be kept at a minimum if everyone is doing his part.

4 EVENTS

The board will organize a mix of events suitable for adults alone and events specially suited for adults and children of all ages.

Joint events with other clubs are also encouraged, and the society may underwrite such events. The cost or profits for joint events will be split among the participating clubs.

All events are posted on the website well in advance, and from time to time “save the dates” emails will be sent out.

5 MEETINGS OF MEMBERS

5.1 Annual Meetings

The annual meeting of members shall be held no later than December 15th of each year for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting.

5.2 Substitute Annual Meeting

If the annual meeting cannot be held on the day designated by the bylaws, a substitute annual meeting must be called. Such a meeting shall be designated and treated for all purposes as the annual meeting.

5.3 Special Meetings

Special member meetings may be called at any time by the President or a majority vote of the Board of Directors. Any member can file a written request to the board for such a meeting.

5.4 Notice

At the direction of the President, the Secretary shall issue to the general membership notice and agenda of all business meetings. Any member who desires to have a matter involving the society brought before the membership at an annual meeting shall present

to the Board of Directors, no later than two weeks before the meeting, with a written notice describing the matter.

The board can elect to send out all notices by email.

5.5 Vote

Each member in good standing shall be entitled to one vote at any meeting and on any issue.

5.6 Quorum

The numbers of members present at any meeting shall constitute a quorum for elections, discharge of duties, and/or transactions of any business at the meeting until adjournment.

All elections and other business shall be decided by a simple majority. In case of a tie the president will cast the decisive vote.

Votes will be cast by voice; if necessary an actual count will be performed.

There shall be no voting by proxy or absentee ballots.

5.7 Rules of Order

The meetings can be chaired by any member. However, the President normally conducts the meetings. In case of need the *Robert's Rules of Order* shall apply.

6 BOARD OF DIRECTORS

6.1 General Powers

The business and affairs of the corporation shall be managed by its board of directors, which exercises all lawful powers of the society.

6.2 Numbers, Term and Qualifications

The number of Directors constituting the board of directors shall be no less than five (5) or more than nine (9). Each director shall be elected to a term of two (2) years and can be re-elected and serve multiple consecutive terms. Each director shall hold office during his elected term until his death, resignation, retirement, removal, or disqualification.

The officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and officers at large.

6.3 Election of Directors

The directors shall be elected by the general membership at the annual meeting; those persons who receive the highest number of votes shall be deemed to have been elected. Normally the whole slate will be elected by acclamation. If any member so demands, the election of directors shall be by secret ballot. If the number of persons nominated for election exceeds the number of directors to be elected, then the election of directors shall be by secret ballot.

President, Treasurer, and all members at large shall be elected in an even numbered year. Vice President and Secretary shall be elected in an uneven numbered year.

Any replacement "out of turn" shall be aligned again as prescribed above, which could mean two elections for a director in consecutive years.

6.4 Removal

Any director may be removed at any time with or without cause by a vote of majority of members entitled to vote at an election of directors. If any directors are so removed in such manner, replacement directors may be elected by the members at the same meeting

6.5 Vacancies

Any vacancy occurring in the Board of Directors may be filled by the remaining directors, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

6.6 Meeting of the Directors

The board shall meet as deemed necessary. It is encouraged to handle subjects per emails and/or conference calls.

7 OFFICERS

7.1 President

The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation.

He shall sign, with the Secretary and/or Treasurer any deeds, mortgages, bonds, contracts, or other instruments.

He shall represent the society in all official functions.

All fund-raising shall be coordinated by the president.

7.2 Vice-President

In the absence of the President the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions as the President.

7.3 Secretary

The Secretary shall: (a) keep the minutes of the meeting of the members, of the Board of Directors. He is the custodian of the corporate records and the seal. He keeps a register of all members. These records shall be in a form suitable for email lists. He performs all duties assigned to the Office of Secretary, and other duties may be assigned to him by the President or by the Board of Directors.

7.4 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receives and gives receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation. He prepares a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail. He in general performs the entire duties assigned to the office of Treasurer and other duties assigned to him by the President or by the Board of Directors, or by these bylaws.

All checks, drafts, or other orders for payment of money, issued in the name of the corporation, shall be signed by the Treasurer and/or President. Upon request of the Treasurer, direct banking can be instituted by a Board of Directors.

The Treasurer is responsible for the timely filing of the necessary tax returns.

7.5 Directors at Large

All other members of the board are "at large". They are helping in all kinds of different functions, but mostly will be in charge of one or two of events and their planning and executions.

7.6 Webmaster

Any of above members can execute the function of webmaster. In case the webmaster is a separate function, he will also be a Director of the Board and will attend all board meetings. He will issue the emails as directed by the board or in behalf of the board. He maintains an updated email list in close cooperation with the Secretary.

8 COMMITTEES

Committees may be appointed by the board of directors at any time if needed to conduct events, or other larger activities.

9 FINANCES

9.1 Fiscal Year

The official fiscal year of the society shall be the calendar year. In preparation for the annual meeting a financial report for the members shall reflect the income and expenses up to the annual meeting.

9.2 Annual Dues

The annual dues are determined every calendar year by the board and posted on the website, as well as issued to the members in form of an invoice. The collected dues don't have to cover the balance of expenses.

9.3 Fund-Raising and Sponsors

Donations from local sponsors are usually needed to keep the society afloat and support all the organized events.

Such donations shall be kept transparent and can be published, unless the donors wish to stay anonymous. Special fund raising campaigns are usually organized every second year.

9.4 Remuneration

No member of the board and/or any member of the club shall receive compensation for duties performed. All work is done on a voluntary basis. However, reasonable expenses can be submitted to the board for approval.

9.5 Accounts

The funds of the society shall be deposited in a bank or trust account. The signature cards shall include at least the President and the Treasurer. Checks issued over \$1'000.00 will need two signatures. Checks up to \$1,000.00 (one thousand dollars) can be signed by the Treasurer alone. All disbursements must be documented. Petty cash (normally with the treasurer) shall not exceed \$200.00 (two hundred dollars). The amounts stated above can be changed with a simple board resolution.

9.6 Annual Audit

An annual audit report shall be presented at the annual meeting and submitted to the membership for approval. This audit can be done by a qualified member of the society. If any doubts arise an external auditor shall be engaged.

9.7 Financial Liabilities

No officer or member can commit the society in any matter without having explicit approval from the board.

9.8 Dissolution

In case the society has to be dissolved or ceases to exist, the board has in its power to close the financial books and distribute any funds remaining as seen appropriate at the time to a non-profit charity.

10 LEGAL

10.1 Definitions

The following words mean the same:

- Society = Corporation
- Director = Officer= Board Member
- He = She
- Robert's Rules of order; see www.robertrules.org

10.2 There are no shareholders.

10.3 The period of duration is perpetual.

10.4 The society will not make any investments that will be subject to any taxes.

10.5 The society shall not retain any business holdings (real estate).

- 10.6 For the record: the address of the initial registered (12/3/1986) office in North Carolina was: Albert E. Guarneri, 2600 Charlotte Plaza, Charlotte, NC 28244.
- 10.7 The principal office shall be in North Carolina at the address of one of the board members, as designated by a board resolution. The address can also be a PO Box in North Carolina.

11 GENERAL PROVISIONS

11.1 Amendments.

These bylaws may be amended or repealed. New bylaws may be adopted by an affirmative vote by the Board of Directors and by an affirmative vote of a majority of the members of the corporation.

11.2 Corporate Records.

The society shall keep a complete and accurate record and account of all corporate transactions in such form as to reflect at all times the exact status of the financial and business affairs of the corporation and to record any and all receipts, expenditures, or transactions involving money or property. The books and records of the corporation shall at all times be subject to examination by any director or by any committee selected by the membership for said purpose at a meeting of the membership.

12 INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

To the maximum extent permitted by the North Carolina Non-profit Corporation Act or other applicable law the corporation shall indemnify and hold harmless any director, officer, employee, or agent or former director, officer, employee, or agent of the corporation or any person who may have served at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against any liabilities or expenses actually incurred by such person in connection with the defense of any action, suit, or proceedings in which he is made a party by reason of having been such director, officer, employee, or agent, except in relation to matters as to which such person shall be adjudged in such action, suit, or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

THESE BYLAWS READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE SWISS SOCIETY OF CHARLOTTE, INC., AS OF THE 29TH DAY OF SEPTEMBER, 2009.

LORENA RIEDENER, SECRETARY

THESE BYLAWS READ, APPROVED AND ADOPTED BY THE GENERAL MEMBERSHIP OF THE SWISS SOCIETY OF CHARLOTTE, INC., AS OF THE 7TH DAY OF NOVEMBER 2009

LORENA RIEDENER, SECRETARY