

**Swiss American Society of Houston, Texas  
BY-LAWS**

**ARTICLE I - NAME, PURPOSE**

**Section 1: Name.** The name of the organization shall be Swiss American Society of Houston, Texas.

**Section 2: Purpose.** The purpose of the Swiss American Society of Houston, Texas is to organize, educate and promote the Swiss culture, languages and values of The Swiss Confederation in Houston, Texas and in the United States of America. As such, this organization supports all venues that represent what it is to be Swiss in our community while promoting goodwill and togetherness within the United States of America.

**ARTICLE II- DUES**

Membership annual dues shall be payable in January of each year. Dues cover membership for an individual, couple or family. Dues will be prorated to 50% of annual dues for any new members joining after July 1 provided they have never been a member of the Society in the past or they had moved from the Houston MSMA and returned. The Board of Directors has the authority to set the Society's dues which must be approved by vote of a Quorum of Directors. Any change will be effective on the 1<sup>st</sup> Day of January of the year following the vote to make such change.

**ARTICLE III - MEMBERSHIP**

**Section 1: Membership** in this organization shall be open to individuals who are Swiss citizens, Swiss by lineage or others whom members consider to be friends of Switzerland.

**Section 2: Membership** is accepted when Membership Application is submitted to the Treasurer with dues paid. When the aforementioned is accomplished, an individual(s) qualifies as an "Active/Voting" member.

**Section 3: Members** are expected to conduct themselves in a manner favorable to the organization and the purpose of the Society, especially when publicly revealing their membership association. Regardless, actions or verbal declaration considered derogatory to Switzerland can be cause to revoke membership and revocation recommendation is an authority vested in the power of the Board of Directors.

**Section 4: Under Section 3,** any member may be suspended or removed from the organization at the discretion of the Board by a majority vote based on conduct that disrupts the good order of the Society's activities.

**Section 5: A Membership, as used in these By-Laws, consists of one (single membership) or more family members (family membership). The members can be single, a husband and wife or their significant other. Children of spouses or children of those in a non-traditional family may not vote.**

#### **ARTICLE IV - MEETINGS**

**Section 1: Meetings. The President has the responsibility to call all meetings, or he or she may delegate this responsibility to the Vice President; and act as the responsible party to conduct all meetings relying on Robert's Rules of Order to insure the orderly conduct of the Society's business. Notice of meetings shall be sent to all Officers and Directors via email at least 10 days prior to the meeting.**

**Section 2: Special Meetings of Officers and Directors. Special meetings may be called by the President when deemed necessary to conduct the business of the organization. Any other Officer, Director or Committee Member may request a meeting, in consultation with the President or other Officers.**

**Section 3: Notice of change in meeting location for a regular or special meeting. Board members and Officers shall be notified of special meetings or of changes in meeting location, meeting date or time as soon as possible by telephone or email.**

#### **ARTICLE V - ANNUAL MEETING ORDER OF BUSINESS**

**The Annual Meeting of the Society will be held in January of each year. The meeting will be conducted by one of the Directors not serving as an Officer of the Society.**

<b>1. Confirm there is a quorum</b>	<b>5. Old or Unfinished Business.</b>
<b>2. Reading of Minutes of the preceding meeting.</b>	<b>6. New Business and reading of correspondence.</b>
<b>3. Reading of The Treasurer's Report.</b>	<b>7. Nomination and Election of Directors and Officers</b>
<b>4. Reports of Officers and or Committees.</b>	<b>8. Adjournment.</b>

#### **ARTICLE VI— OFFICERS and DIRECTORS**

**Section 1: The Officers and Directors of the Society shall be comprised as follows: There shall be no less than 7 or more than 13 Directors. In the event less than seven run for the Director's position, the Directors elected the previous year will continue to serve, as provided in Chapter VI of these By-Laws. The Officers shall consist of a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer and Secretary. Under this provision the officers may hold multiple titles, but their number shall be no less than three Officers.**

**Section 2: Election of Officers and Directors. The Officers and Directors will be elected by the membership at the Annual Meeting. The election of Officers and Directors will occur**

annually as the last item of business in the Annual Meeting agenda in January of each year. Nominations are to be identified no later than December 1<sup>st</sup>. During the Annual Meeting, the election of Officers and Directors shall be by a written ballot. Write-in candidates may be added to the written ballot at the time of election. Election will be determined by a simple majority of the "Active/Voting" members of the Society present for the Annual Meeting.

**Section 3: Terms.** Officers and Directors shall serve a term of 1 year and may be re-elected for consecutive terms; said terms shall begin on January 1st and end December 31st. Although Officers or Directors elected in the prior year will remain in office until an election is held for new Officers and Directors.

**Section 4: Officer and Director Qualifications.** A Director must be an active paid member of the Society who has demonstrated support of the Swiss American Society and the goals of the Society.

**Section 5: Purpose of the Board of Directors.** Directors have the responsibility to work with the Society's Officers to plan and schedule social events for the coming year, to conduct normal business of the Society, including financial matters, as well as to act as a body of "advice and consent" to the elected Officers, while making certain that the Society's business is properly conducted. All decisions requiring a vote must be affirmatively approved by a simple majority of a quorum of the Board of Directors convened in a scheduled meeting. A Board member must attend at least 6 of the regularly scheduled Board Meetings. Six or more unexcused absences from meetings automatically negate the voting authority of said Board member for the remainder of his or her term.

**Section 6: Officer Duties.** It is the responsibility of the Officers to conduct all the business of the Society in a proper manner according to these By-Laws. The President has the responsibility to call meetings and to conduct the Society's Business. In the event of the absence or inability of the President to exercise his/her office, the 1<sup>st</sup> Vice President shall become acting President of the Society with all the rights, privileges and powers as if he had been the duly elected President.

**Section 7: Resignation, Termination.** The resignation by an Officer and Director must be in writing and received by the Secretary.

**Section 8: Vacancies.** When a vacancy of an Officer and/or Director exists, the Board of Directors must decide if a special election to elect a replacement is deemed necessary. If deemed necessary, nominations must be made within 20 days from the date declaring necessity of the election via email. The(se) nomination(s) will be made known in the form of a second email to the members notifying them that a special General Meeting of the Membership will be held naming time and place and shall include the list of candidate(s). The election may not be held more than 10 days subsequent to the notice of the election in which the candidate(s) for office have been identified. The vacancy will be filled only to the end of the vacated Officer or Director's term. The Board of Directors has the option of foregoing a special election by the General Membership if they deem that the Society can

properly function until the next Annual Meeting. However, the Board has the responsibility to appoint or assign duties to insure that all segments of this Society under these By-Laws function as approved by the membership.

**Section 9: PRESIDENT.** The President is intended to be the spokesperson of the Society and has, with the approval of the Board of Directors, the ultimate responsibility to ensure that the Society operates within the By-Laws established by the membership. The President will conduct meetings, appoint committees, and call special meetings of Officers and Directors as required.

**Section 10: VICE PRESIDENT.** The 1<sup>st</sup> Vice President shall assume the responsibilities of the President in her or his absence. The 1<sup>st</sup> Vice President will actively work with the 2nd Vice President or Treasurer on establishing operating budgets for the Society's functions and act as a co-signer on the Society's checks.

**Section 11: SECRETARY.** The Secretary shall record the Society's minutes of the Society's meetings and keep historical records.

**Section 12: TREASURER.** The Treasurer shall have the care and custody of all monies belonging to the organization; he/she will be responsible for developing and reviewing fiscal procedures along with presenting monthly and annual status of finances to the Board of Directors. The Treasurer is designated as the only required signature for check writing. The Treasurer will be the custodian of all financial records. The Treasurer must make available at each Board Meeting all bank statements of the Society's funds subsequent to the previous December 31<sup>st</sup> report presented at the Annual Meeting. These Statements are to be reviewed by the Board of Directors.

**Section 13: Dismissal of an Officer or Board Member.** Any Officer or Director who has acted in bad faith, or has brought disfavor on the Society whether intentional or unintentional, and compromises the integrity and good name of the Swiss American Society or Switzerland may be removed by the Society's members at anytime during the year in a special meeting called for that purpose. Notice shall be sent to all Officers, Directors and the Society's Membership outlining the issues and facts that prompted a dismissal recommendation by the Board. This meeting may be attended by any paid member in good standing. Removal of an Officer or Director requires a majority vote of 51% of the Society's members attending the special meeting called for this purpose.

**Section 14: Continuance of the Society's business.** All Officers and Directors when elected shall continue in their official capacities until a subsequent election.

## **ARTICLE VII- VOTING**

**Section 1: Rights.** The Society's Members must be present at any meeting in order to vote on issues, candidates or any other business presented to the members for a vote whether at the annual meeting or any special meeting. Absentee or mail in ballots are not allowed.

**Section 2:** At all meetings, except for the election of Officers and Directors at the Annual Meeting or Special Election called to replace a Officer or Director, voting shall be by voice or a show of hands. For the election of Officers and Directors voting shall be by written ballot and counted by no less than two non candidate members. However, in normal Business Meetings, the Secretary may call for a written ballot vote anytime voting by voice is not clear as to its outcome. A record of the results will be recorded in the minutes with the number of "Yea", "Nay" or abstention for all elections.

**Section 3: Quorum.** A quorum is considered to be at least 51% of Board members or Officers or Members unless otherwise required in these By-Laws. A quorum count, when necessary, must take place before business can be transacted or motions made or passed.

**Section 4:** All major decisions that will have impact on items such as finances or event dates shall be presented during a meeting called for that purpose.

**Section 5:** Each membership is allowed a maximum of two (2) "Active/Voting" members. And the two members must be Husband and Wife or significant other and each may cast a vote.

#### **ARTICLE VIII - COMMITTEES**

**Section 1:** The Officers and Directors may create committees as needed.

**Section 2:** Each committee will appoint a Chair. The Chair will act as the focal point for reporting status of the Committee, point-of-contact for information or questions.

**Section 3:** Committees duties are to research their assigned tasks and make recommendations to the Board of Directors and Officers for voting.

#### **ARTICLE IX - FINANCES**

**Section 1:** No Officer or Director shall by reason of his office be entitled to receive any salary or compensation.

**Section 2:** All collected funds are to be verified by an Officer or Director for deposit at the time the monies are received whenever possible (i.e., Society's meetings and Society's sponsored events).

**Section 3:** One signature only is required for any check written (see Treasurer's duties). Expenses in excess of \$300.00 must be voted by the Board.

**Section 4: Records of finances will be maintained for 7 years for auditing purposes (see Treasurer's duties).**

**Section 5: Prior to the Annual Meeting, two members of the Board of Directors will verify the financial records and account balances for the previous year. At the annual meeting held in January, the Board members will report their findings of the financial records and make a recommendation to accept the financial report as presented.**

**Section 6: An original receipt is required for any reimbursements to Society's members.**

**Section 7: Any current member of the Swiss American Society has a right to receive a full copy of annual membership list and financial statements for the previous year at each annual meeting.**

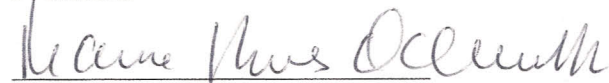
#### **ARTICLE X – AMENDMENTS and DISSOLUTION of the SOCIETY.**

**Section 1: Proposed amendments to these By-Laws must be submitted to the membership (via e-mail or U.S. Postal Service) for their consideration. These By-Laws may be amended by a simple majority vote of the "Active/Voting" members in attendance at the Annual Meeting or at any "Special" Meeting following notification of proposed amendment(s). A quorum requires 51% of the members voting in person at the Annual meeting or any Special Meeting called for the purpose of amending the By-Laws.**

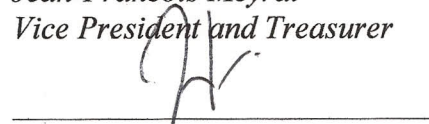
**Section 2: Dissolution of the Society may be effected by an affirmative vote of two thirds of the membership voting in an election called for this purpose; provided that written notice of the proposed vote and the meeting date and time has been given to all members in good standing at least 30 days prior to the Annual meeting or the special meeting called for this purpose.**

*Approved by:*

*Marie-Theres Odermatt*  
*President*



*Jean-Francois Meyrat*  
*Vice President and Treasurer*



*Date: November 17, 2010*