



Swiss-American Society of Houston 2024 BY-LAWS

ARTICLE I - NAME, PURPOSE

- Sec. 1: The name of the organization shall be Swiss-American Society of Houston also known as “SASH”.
- Sec. 2: The purpose of the Swiss-American Society of Houston 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.
- Sec. 3: SASH is an apolitical and nondenominational social club.

ARTICLE II - MEMBERSHIP

- Sec. 1: The Membership year shall be from January 1st through December 31st.
- Sec. 2: Eligibility for Membership
- Membership is open to individuals and/or entities who are Swiss citizens, Swiss by lineage or others whom members consider to be friends of Switzerland.
 - All members of SASH may remain members of the organization as long as they continue to pay their dues.
 - A prospective member may attend no more than three functions as a guest prior to paying membership dues, except for the Swiss-National Day Celebration.
- Sec. 3: Membership is accepted when Membership Application is submitted with dues paid. When the aforementioned is accomplished, an individual(s)/entity, qualifies as an active/voting member.
- Sec. 4: Members are expected to conduct themselves in a manner favorable to the organization and the purpose of the Society, especially when publicly revealing their SASH membership association.
- Sec. 5: Under Section 4 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.

ARTICLE III- DUES

- Sec 1: Membership annual dues shall be payable by January 1st of each year. Dues cover membership for an individual, couple or family.
- Sec 2: All members reaching *Honorary* status (see Standing Rules) by December 31st, are exempt going forward from paying annual membership dues starting January 1st of the following year.
- Sec 3: Annual dues are approved each year by the Board of Directors and are due and payable through the VICE PRESIDENT – Membership on January 1st of each year. Any change will be effective on the 1st Day of January of the year following the vote to make such change.

ARTICLE IV - MEETINGS

Sec. 1: Board meetings shall be held monthly.

Sec. 2: An Annual Membership Meeting shall be held in November.

Sec. 3: Unless otherwise ordered by the Board President, additional meetings and functions will be held as set forth in the Standing Rules

ARTICLE V – THE BOARD

Sec. 1: The Board shall consist of: Executive Officers and Appointed Board members,

Sec. 2: A Board member must be an active paid member of the Society who has demonstrated support of the Swiss-American Society and the goals of the Society.

Sec. 3: All active members may be considered for a Board position regardless of tenure with the Society

Sec. 4: All Board members shall serve a term of 1 year. Executive Officers may be re-elected for consecutive terms; said terms for all Board members shall begin on January 1st and end December 31st.

Sec. 5: Compensation: Executive Officers and Appointed Board members shall not receive any compensation for their services as Board members.

Sec. 6: Any Officer or Appointed Board Member who compromises the integrity of the Swiss-American Society or Switzerland can be removed from their position. The President can remove any Appointed Board member that has compromised the integrity of the Society. Two Officers may request the removal of another Officer on these grounds which therefore requires a special meeting of the remaining three Officers. All three of the remaining Officers must approve this removal in order for it to go into effect. If requested, the person subject to removal is entitled to a written explanation of the reasons that brought it about.

ARTICLE VI— EXECUTIVE OFFICERS ELECTION AND APPOINTMENTS

Sec. 1: The Executive Officers of the Society shall be: A President, Vice President, Treasurer and Secretary.

Sec. 2: The Nominating Committee shall submit its slate of Executive Offers to the Board at the October Board Meeting.

Sec. 3: The election of the Executive Officers shall take place annually in November.

Sec. 4: The election of Officers will occur online and/or by mail-in ballots.

Sec. 5: The election will be determined by a simple majority of the "Active voting" members of the Society.

Sec. 6: Vacancies of elected Officers during a term shall be filled by appointment of the Executive Committee.

ARTICLE VII - DUTIES OF EXECUTIVE OFFICERS

Sec. 1: Executive Officers are installed at the Annual Membership Meeting in November and shall assume their respective duties on January 1st following their installation.

Sec. 2: All Executive Officers shall serve on the Executive Committee.

Sec. 3: It is the responsibility of the Officers to conduct all the business of the Society in a proper manner according to these By-Laws.

Sec. 4: 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 Vice President shall become acting President of the Society with all the rights, privileges and powers as if he/she had been the duly elected President.

- Sec. 5: 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 Appointed Board Members as required and act as a co-signer on the Society's checks. The President shall be an ex-officio member with voting power on all Committees.
- Sec. 6: VICE PRESIDENT – Membership Chair is responsible for processing new member applications, verifying membership eligibility and maintaining the complete and current membership list.
The Vice President shall assume the responsibilities of the President in her or his absence. The Vice President will actively work with the Secretary and the Treasurer on establishing operating budgets for the Society's functions and act as a co-signer on the Society's checks.
- Sec. 7: SECRETARY. The Secretary shall record the minutes of the Board and all the Society's meetings, budget approval and elections, and keep historical records.
- Sec. 8: TREASURER. The Treasurer shall have the care and custody of all monies belonging to the organization and is designated as the only required signature for check writing.
- he/she will be responsible for developing and reviewing fiscal procedures along with presenting the monthly and annual status of finances to the Board of Directors.
 - 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 31st report presented at the Annual Meeting. These Statements are to be reviewed by the Board of Directors.

ARTICLE VIII – APPOINTED BOARD POSITIONS

- Sec. 1: The Appointed Board positions shall have voting rights and Board meeting attendance requirements. Appointed Board positions include Monthly Events, Special Events, Holiday Party, Newsletter, Milestone & Memories, Swiss National Day, Swiss National Day Raffle, Jass, Website/Internet Services, Honorary Consul (Ex-Officio).
- Sec. 2: The Appointed Board positions are filled by the incoming President.
- Sec. 3: No Appointed Board member shall serve for more than two consecutive years in the same position unless a new candidate cannot fill the position.
- Sec. 4: Appointed Board members 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.

ARTICLE IX - COMMITTEES

- Sec. 1 There shall be an **Executive Committee** composed of the Elected Officers.
The President shall convene the Executive Committee for matters that require immediate attention or resolution between Board meetings to ensure an objective decision is reached, and appropriate action is taken on behalf of the Board.
- Sec. 2 The **Audit Committee** shall consist of two current SASH members appointed by the President to audit the books of the Club prior to December 31 following established procedures. The immediate past treasurer will be present to address any questions.
- Sec. 3: The **Budget Committee** shall meet prior to the November Board meeting and shall consist of the current Treasurer as Chairman, current President, Vice President, immediate past Treasurer and immediate past President.
The proposed budget for the year shall be adopted by a majority vote of the Board no

later than the November Board meeting.

Sec. 4 The **Bylaws Committee** shall consist of the Secretary as Chairperson, the President, one additional member from the Board and one member from the general membership. Recommended changes to the Bylaws will be presented through this Committee.

Sec. 5 The **Nominating Committee** shall consist of five members: Membership Chair as Chairperson; President, one additional member from the Board; and two members from the general membership, one being an alternate. These members shall be elected at the July board meeting. They shall submit a slate of officers to the Board at the October board meeting and at the general membership meeting

ARTICLE X- VOTING

Sec. 1: General Requests for a Determination:

A vote of the general membership may be taken at any time on:

- Any matter at the request of the Board of Directors.
- A matter requested in writing by at least 20 percent of the general membership.

The majority vote of the members voting will resolve the question(s).

Sec. 2: The Annual Elections of Officers:

- The slate of prospective Officers shall be sent to the general membership at least 7 days prior to the date of the vote. The vote shall occur in November.
- The vote results will be announced at the Annual Membership Meeting.
- Vacancies on the slate will be filled by future candidates approved by the Board.

Sec. 3: Voting shall only occur on the date and within the timeframe specified for the vote.

Sec. 4: Voting may occur either in person during a meeting or electronically.

The last known email of each member may be utilized for the electronic voting process.

Sec. 5: *Family/Dual Companion membership is allowed for a maximum of two (2) "Active voting" members.* The two members must be Husband and Wife or significant other and each may cast one vote. Individual, Sustaining and Corporate memberships are allowed 1 vote per membership.

Sec. 6: A quorum is considered to be at least 51% of Board members or Officers or Active Voting 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.

Sec. 7: Transfer of Voting Privileges. The voting rights of a member may not be delegated to another member nor exercised by proxy.

ARTICLE XII - FINANCES

Sec. 1: The Fiscal year shall be from January 1st to December 31st.

Sec. 2: All collected funds are to be verified by an Officer or Appointed Board Members for deposit at the time the monies are received, whenever possible (i.e., Society meetings and Society sponsored events).

Sec. 3: The Board must approve any fundraiser or expenditure not included in the annual budget

Sec. 4: Documented records and receipts must be maintained to support financial statements for income, expenditures, or reimbursement requests.

Sec. 5: Records of finances will be maintained for 7 years for auditing purposes.

Sec. 6: Prior to the Annual Meeting, the Audit Committee will verify the financial records and account balances for the previous year. At the annual meeting held in November, the Audit Committee will report their findings of the financial records and make a

recommendation to accept the financial report as presented.

ARTICLE XIII – PARLIAMENTARY PROCEDURE

Robert’s Rules of Order, Revised, shall be followed.

ARTICLE XIV - AMENDMENTS TO THE BYLAWS

Sec. 1 Bylaw amendment changes must first be presented through the Bylaw Committee.

Sec. 2 The proposed Bylaw changes must then be approved by a majority of the voting members in attendance at a Board meeting.

Sec. 3 A notice of the Board approved changes must be given to all members via email prior to the final vote by the general membership.

Sec. 4 The approval of the amendment(s) will require a majority of votes submitted in order to pass.

ARTICLE XV - DISSOLUTION OF THE SOCIETY.

Sec. 1 Dissolution of the Society may be affected 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.