

**GERMAN LANGUAGE SCHOOL OF MORRIS COUNTY, INC.**

Organized 1968

**BY LAWS**

**ARTICLE 1 -GENERAL**

Section I -The name of this Corporation shall be:

GERMAN LANGUAGE SCHOOL OF MORRIS COUNTY, INC.

Section 2 – This Corporation is incorporated as a non-profit organization in the State of New Jersey.

Section 3 -This Corporation is formed to engage in, assist in and contribute to the education of students interested in the German language and German culture within, but not limited to, the County of Morris in the State of New Jersey.

Section 4 -This Corporation has a non-discriminatory policy as to students and therefore does not discriminate against applicants and students on the basis of race, color and national or ethnic origin, sex and religion.

Section 5 – The Seal of this Corporation is as per impression hereon.

**ARTICLE II -MEMBERSHIP**

Section 1 – Regular members (voting) of this Corporation shall consist of:

- a. Parents of children attending the school.
- b. Adult students of the school

Section 2 – Honorary members (voting), in recognition of their service to the school, shall be recommended by the Board of Trustees and Officers and approved by a majority of the voting members present at a membership meeting. The term of the honorary membership shall be for life.

Section 3 – Associate members (non-voting) shall be approved by the Board of Trustees. They shall pay a yearly fee established by the Board of Trustees. They shall consist of:

- a. Individuals interested in furthering the purpose of the school who do not have children enrolled in the school.
- b. Organizations interested in furthering the purpose of the school.

### ARTICLE III – BOARD OF TRUSTEES

Section 1 – The Board of Trustees shall consist of five (5) voting members.

Section 2 – The Trustees shall be elected by the voting membership at the annual meeting for the terms of three (3) years, the individual terms shall overlap so that no more than two (2) expire in any one year.

Section 3 – The Trustees shall elect a Chairman from among themselves.

Section 4 – Should a vacancy exist, a majority of the Board of Trustees and Officers shall appoint a voting member to serve as Trustee until the next annual meeting, at which time a voting member shall be elected to complete any unexpired term.

Section 5 – Officers and salaried employees of the Corporation shall not serve as Trustees.

Section 6 – The Principal of the school shall be a non voting ex officio member of the Board of Trustees.

### ARTICLE IV – OFFICERS

Section 1 – The Officers shall consist of the following voting members:

President

First Vice President

Second Vice President

Secretary

Treasurer

Public Relations Secretary

Section 2 – Officers shall be elected by the voting membership at the annual meeting for a term of one (1) year.

Section 3 – Should a vacancy exist in any office, except the Offices of President and First Vice President, the President shall appoint a voting member to serve as acting Officer until the next membership meeting, at which time a voting member shall be elected to complete any unexpired term.

Section 4 -Should the office of President become vacant, the First Vice President shall become the President.

Section 5 -Should the office of First Vice President become vacant, the Second Vice President shall become the First Vice President.

Section 6 – Assistants to Officers may be appointed by the President at any time. Assistants to Officers shall not vote at meetings of the Board of Trustees and Officers.

Section 7 -Trustees and salaried employees of the Corporation shall not serve as Officers.

#### ARTICLE V – MEETINGS

Section 1 – The annual meeting of the membership and election of the Trustees and Officers shall be held in March of each year. Newly elected Trustees and Officers shall take office immediately.

Section 2 – Special meetings of the membership shall be called by the President, Chairman of the Board of Trustees, or by written request to the President by no less than ten (10) voting members.

Section 3 -All voting members shall be notified at least seven (7) days in advance of any membership meeting.

Section 4 – The presence of ten (10) percent of the parents, as defined in Article II, Section 1 a. shall constitute a quorum for a membership meeting.

Section 5 – Meetings of the Board of Trustees and Officers shall be held not less than four (4) times during each year. Such meetings shall be called by the President or the Chairman of the Board of Trustees.

Section 6 -The presence of fifty (50) percent of the Trustees and Officers shall constitute a quorum for a meeting of the Board of Trustees and Officers.

Section 7 – Meetings of the Board of Trustees shall be held as required. Such meetings shall be called by any Trustee.

Section 8 – The presence of two thirds of the Trustees shall constitute a quorum for a meeting of the Board of Trustees.

#### ARTICLE VI -VOTING

Section 1 – At any meeting each voting member present shall have one (1) vote.

Section 2 – All matters requiring the sanction of the membership, except those matters dealing with amendments to the Constitution and By-Laws, shall be approved by a majority of the voting embers present at a membership meeting.

Section 3 – All matters requiring the sanction of the Board of Trustees and Officers shall be approved by a majority of the Trustees and Officers present a meeting of the Board and Trustees.

Section 4 – All matters requiring the sanction of the Board of Trustees shall be approved by no less than two (2) Trustees present at a meeting of the Board of Trustees.

Section 5 - In the event that a matter requires to be sanctioned by the Board of Trustees and Officer outside of a meeting either due to extraordinary circumstances or as agreed in a previous meeting, the President or Secretary may contact all other members of the Board in writing, present the matter to be sanctioned, provide all required information about the matter, and request a written vote within a defined period of at least five business days. The matter is sanctioned if approved by a majority of all Trustees and Officers. Correspondence via email is considered written.

Section 6 - In the event that a matter requires to be sanctioned by the Board of Trustees outside of a meeting either due to extraordinary circumstances or as agreed in a previous meeting, any Trustee may contact all other Trustees in writing, present the matter to be sanctioned, provide all required information about the matter, and request a written vote within a defined period of at least five business days. The matter is sanctioned if approved by no less than two (2) Trustees. Correspondence via email is considered written.

#### ARTICLE VII – AMENDMENTS

Section 1 – This Constitution and By-Laws shall be amended by the approval of two-thirds of the voting members present at a membership meeting.

Section 2 – One (1) month notice shall be given to all voting members that the membership meeting shall include a consideration of amendments to the Constitution and By-Laws.

#### ARTICLE VIII -DISSOLUTION

Section 1 – This Corporation may be dissolved by the approval of two-thirds of the voting members present at a membership meeting. The recommendation to dissolve shall be made by the majority of the Board of Trustees and Officers only. There shall be notification and publication in accordance with the law.

Section 2 – One (1) month notice shall be given to all voting members that the membership meeting shall include a consideration of the dissolution of the Corporation.

Section 3 – Should the school not be able to operate, for any reason whatsoever, and the provisions of Article VIII Section 1, are not satisfied, then the Corporation shall be administered by the Board of Trustees for a period of not less than one (1) year nor more than three (3) years, at the end of which time the Trustees shall act in accordance with Sections 1 and 2, and shall be considered to be not only Trustees but also Members. The Board of Trustees may dissolve the Corporation at any time after the one (1) year period has elapsed and normal efforts to continue the operations of the school. The terms of the incumbent Trustees shall automatically continue until dissolution.

Section 4 – Upon Dissolution, all remaining assets, after payment of all obligations, shall flow to a non-profit organization selected by the Board of Trustees at the time of dissolution which meets the requirements of section 501c3 of the Internal Revenue Code and shall not inure to the benefit of any private member of this organization.

#### ARTICLE IX -DUTIES OF THE BOARD OF TRUSTEES AND OFFICERS

Section 1 – Board of Trustees. The Trustees shall oversee the management of the Corporation by the Officers, audit the books of the Corporation, and advise the Corporation on legal and tax matters, and shall cause to be filed with County, State and/or Federal Governments records of election or other documents.

Section 2 – Officers. The Officers shall manage the affairs of the Corporation in accordance with the Constitution and By-Laws. The Officers shall be responsible to the Board of Trustees and the membership.

- a. President. The President is the Chief Executive Officer and Chief Operating Officer.
- b. First Vice President. The First Vice President shall perform the duties of the President, in his or her absence, and other duties directed by the President.
- c. Second Vice President. The Second Vice President shall perform the duties of the President and First Vice President, in their absence, and other duties directed by the President.
- d. Secretary. The Secretary shall handle the correspondence of the Corporation and will record the minutes of any meeting and shall give or cause to be given due notice of all meetings of the Trustees and Officers required to be given under these By-Laws. The Secretary shall keep the Corporate Seal.
- e. Treasurer. The Treasurer, as the Chief Financial Officer, shall handle all financial transactions of the Corporation. The Treasurer will render regular financial reports required by the President or the Board of Trustees and Officers.  
The Treasurer shall obtain the approval of the President on any disbursement.
- f. Public Relations Secretary. The Public Relations Secretary shall handle the public relations of the Corporation, under the direction of the President.

Section 3 – Holdover. Officers and Trustees shall remain in office until replacements are elected.

Section 4 – Removal or Resignation. Any Trustee or Officer may be removed either with or without cause by the approval of two-thirds of the Trustees and Officers in office at that time at any regular or special meeting where a quorum is present. Any Trustee or Officer may resign at any time by giving written notice to the Board of Trustees and Officers; the President; or the Secretary and such resignation shall take effect at the date of receipt of such notice or at any later time specified therein.

#### ARTICLE X – NOMINATIONS FOR BOARD OF TRUSTEES AND OFFICERS

Section 1 – A committee of three (3) voting members shall be appointed by the President for the purpose of nominating candidates for the Board of Trustees and Officers.

Section 2 – Nominations for the Board of Trustees and Officers may be made by any voting member at the annual meeting.

#### ARTICLE XI – FEES

Section 1 – Tuition and registration fees shall be established by the Board of Trustees and Officers.

Section 2 – The President and Treasurer, jointly, shall establish a delayed payment schedule, in the event of the financial hardship of any member.

#### ARTICLE XII – PRINCIPAL AND TEACHERS

Section 1 – The Board of Trustees and Officers shall employ the Principal and teachers.

Section 2 – The Board of Trustees and Officers shall approve the Principal.

Section 3 – The Principal shall select and supervise the teachers, under the direction of the President.

Section 4 – Salaries for the Principal and teachers shall be approved by the Board of Trustees and Officers.

#### ARTICLE XIII – FISCAL YEAR

Section 1 – the fiscal year of the Corporation shall end on June 30 each year.

#### ARTICLE XIV – AGENDA OF MEMBERSHIP MEETINGS

Section 1 – The agenda of membership meetings shall include, as a minimum:

- a. Approval of the minutes of the previous meeting.
- b. President's Report on the status of the Corporation
- c. Treasurer's Report on the financial status of the Corporation.

#### ARTICLE XV – RULES OF ORDER

Section 1 – Robert's Rules of Order shall be the final authority on all questions of procedure and parliamentary law not covered by this Constitution and By-Laws.

Approved by the membership on June 4, 1977

Amended by the membership on March 13, 2004

Amended by the membership on May 16, 2015