



**GERMAN AMERICAN SOCIETY OF
CENTRAL FLORIDA, INC.
("GASOCF")**

A Florida Corporation Not For Profit

BY-LAWS

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GASOCF By-Laws Change Log

Revision No.	Article Changed	Change Summary	Effective Date
1	Article II	Changed Purpose & Dissolution Provisions to conform with Amended and Restated Articles of Incorporation	4/12/2017
2	Index & Articles III thru XIII	Administrative Changes only: Re-designated Order of Precedence to ARTICLE III & Miscellaneous to ARTICLE XIII. Changed all other ARTICLE designations accordingly.	5/6/2017

ARTICLE I - NAME

1.01. Name. The name of this Corporation shall be GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. The business of the Corporation may be conducted as the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. or “GASOCF” and may be referred to in this document as the “Corporation”.

ARTICLE II - PURPOSES AND POWERS

2.01 Purpose

A. The GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., is organized exclusively for fraternal, educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations, such as under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Therefore, the purpose of the Corporation is as follows;

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, fostering and advancing German/American, cross culture education, communications, customs, traditions and ideals, international understanding, peace and goodwill; supporting community relations, individuals, and contributing to organizations, including institutions of higher learning, having a German cultural or academic interest.

2.02 Powers

A. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the fraternal, educational and charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

A. Nonprofit Legal Status GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. is a FLORIDA non-profit public benefit Corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

B. Exempt Activities Limitation. Notwithstanding any other provision of these By-Laws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists

or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these By-Laws.

C. No substantial part of the activities of the Corporation shall be the carrying on by propaganda, or otherwise attempting to influence legislation, and the Corporation, shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Dissolution and Distribution

(1). The GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., shall be terminated or dissolved and its affairs concluded only upon a four fifths (4/5) vote of the voting members.

(2). Upon termination or dissolution of the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

(3). The organization to receive the assets of the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., hereunder shall be selected by the discretion of a majority of the managing body of the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

(4). In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

(5). None of the assets will be distributed under this section to any member, officer or trustee of the Corporation, or to anyone else for the benefit of any member, officer, or trustee of this Corporation.

ARTICLE III – ORDER OF PRECEDENCE

In the event of any conflict, the controlling document shall be determined by the following order of precedence:

- A. The Articles of Incorporation
- B. The By-Laws
- C. The Policy and Procedures

ARTICLE IV – MEMBERSHIP

4.01 Membership

Anyone demonstrating an interest in German culture, customs or traditions or in the German language, community and membership welfare may apply for membership in this Corporation.

A. Membership Classifications: There shall be the following classifications of membership in this Corporation:

(1). Regular Members: The regular membership of this Corporation shall consist of those persons presently admitted as regular members and those admitted as regular members by the Board of Directors pursuant to procedures adopted from time to time by the Board hereafter. Regular members shall be entitled to all the privileges of this Corporation, including automatic renewal of their membership from year to year by the payment of annual dues. The following various types of Regular Memberships are:

- (a) Student
- (b) Individual
- (c) Household (Husband, wife and children under the age of 18 living at home)
- (d) Sponsor
- (e) Corporate
- (f) Honorary

(2). Additional privileges may be proposed to the Board by the President. The additional privileges will then be extended for a set period of time, and may be renewed or modified, at that time. These privileges do not apply to events open to the public or a New Year's celebration event.

(3). Honorary Members: The Board may admit to honorary membership anyone who, in the opinion of the Board, has performed such distinguished public service or some notable service for the benefit of the club, or anyone who has attained any office or position of distinction or honor in the community, State, Nation or elsewhere. Honorary memberships shall automatically terminate on May 31st of the year following the year in which such person was admitted as an honorary member. Honorary membership will be granted only upon unanimous vote of the Board at any meeting at which a quorum is present. No dues shall be charged an honorary member for such membership and they are not entitled to vote.

B. Admission to Membership

(1). Applications for regular membership shall be submitted in writing to the Membership Committee or Secretary, on a form prepared and approved by the Board of Directors, along with the appropriate initiation fee and dues. Applicant may be endorsed by a regular member in good standing.

(2). Applicants of good character may be admitted to regular membership by a simple majority vote of a quorum of the Membership Committee upon receipt of the written application, accompanied by the appropriate initiation fee and dues, receipt and review of a Background Check and Criminal Report and subsequent approval by a simple majority vote of a quorum the Board of Directors.

C. Suspension or Expulsion of Members

(1). Any member being more than ninety (90) days delinquent in the payment of annual dues shall be suspended from the membership and so notified by the Membership Committee by the most expeditious means available. Such member, upon the payment of the arrears, may be reinstated within one month after said notice by the Board of Directors. In case such member is not reinstated within one month of the aforesaid notice, he/she shall be dropped from the membership permanently, and if he/she desires to rejoin after being dropped, shall have to re-apply for membership in accordance with Section (b) above.

(2). Any member may be expelled or suspended from membership by a minimum of a 6 to 3 vote of the entire Board of Directors, when, in the judgment of the Board, the best interests of the Corporation will be served, and also after a hearing before the Board.

(3). Any member may be expelled or suspended by the membership, by majority vote, after a hearing, when, in the judgment of the membership, the best interests of the Corporation shall thereby be served.

(4). When the member being considered for suspension or expulsion is an officer or director, and the Board fails to suspend or expel such member, the Board shall call a meeting of the general membership.

(5). When the member being considered for suspension or expulsion is being so considered because of alleged misconduct directed towards current members of the Board, the general membership shall be the proper forum to consider the expulsion or suspension of such member.

(6). No member shall be considered for expulsion until first so informed in writing at least fifteen (15) days prior to the meeting at which the matter will be considered. No member shall be considered for suspension, except as provided in this Subsection C above, until first so informed in writing at least five (5) days prior to the meeting at which the matter of suspension is considered. Notice shall be mailed to the member by ordinary mail at his address as then shown in the records of the Corporation, and the member shall be considered notified from the time of mailing of such notice. The notice shall set forth specific allegations to the extent that they are known, shall state the time and place of meeting and shall inform the member of his right to be present, to call witnesses and to produce evidence, to cross examine witnesses called

against him, and to be represented by counsel at his own expense.

D. Membership Cards: Members shall be issued a membership card. Cards for members will show the member's name and bear the corporate seal. The card shall only be valid if that member is current with their dues payment. The Secretary shall maintain a list of members in good standing which can be used to verify the validity of a membership card. The list will be available at all Corporate Member functions.

(1). General

(a) All Members shall carry their membership cards with them while on the premises.

(b) Valid cards must be presented by each regular member prior to being admitted to the premises at any time when alcoholic beverages are being served.

(c) Valid membership cards must be presented by each member prior to being admitted to any membership meeting.

(d) Persons serving alcoholic beverages may demand presentation of a membership card from any member prior to serving the member.

(e) Upon resolution of the Board of Directors, admission to the club premises may be limited to those presenting valid membership cards only for certain events and occasions.

4.02 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights, and are not members of the Corporation.

ARTICLE V – MEMBERSHIP INITIATION FEES AND DUES

5.01. The provisions of the by-laws concerning membership dues shall not be adopted or altered until approved by the Board of Directors.

5.02. The membership fees and dues are as shown in the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., POLICIES AND PROCEDURES - MEMBERSHIP INITIATION FEES AND DUES POLICY. The rates established and shown in MEMBERSHIP INITIATION FEES AND DUES POLICY shall be effective as and upon approval by the Board of Directors.

ARTICLE VI - MEETINGS OF MEMBERS

6.01. Annual Meeting: The annual meeting of the membership of this Corporation shall be held as specified in the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., POLICIES AND PROCEDURES - MEMBERSHIP MEETINGS POLICY for the place, date and meeting time. One of the purposes of the annual meeting shall be the election of the Board of Directors for the ensuing year. The Directors so elected shall take office at the annual meeting of the Board of Directors.

6.02. Regular Meetings: Regular meetings of the membership shall be held once in each quarter. The meetings shall take place at the place, date and time as specified in the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., POLICIES AND PROCEDURES - MEMBERSHIP AND BOARD MEETING POLICY.

6.03. Special Meetings: Special meetings may be held at the call of the President or shall be held upon the written request thereof by at least three Directors or ten percent of those members qualified to vote. Upon call or written request for a membership meeting, the Board of Directors shall set the date, time and place of such meeting at the next regular meeting of the Board following receipt of such call or request; and the date of such special meeting shall be held within forty-five (45) days following the date of the Board meeting at which the matter is required to be considered. Written requests for special membership meetings shall not be valid unless the express purposes for the requested meetings are set forth and the requisite number of signatures appear thereunder with sufficient legibility to permit their verification and validation.

6.04. Notice: At least ten (10) days' notice, in writing, of each meeting, whether annual, regular or special, shall be mailed or electronically sent, to each member qualified to vote, at his/her postal or e-mail address as it appears on the records of the Corporation at the time of mailing. Where several members reside within the same household, mailing or e-mailing of one notice to the household shall be sufficient notice to all members residing there. Publication of the notice in the Corporation newsletter or on activity calendar attached thereto and the mailing or e-mailing thereof pursuant to the provisions of this section shall be sufficient notice.

6.05. Quorum: A quorum for the membership meetings shall be defined as the number of members present and eligible to vote at any meeting.

6.06. Order of Business for Membership Meetings: The order of business for all meetings of the membership, the time and date, shall be determined by the Board.

6.07. Voting

(A). Each regular member of the Corporation, in good standing, shall be qualified to vote and shall be entitled to one vote upon every proposal properly submitted to vote at any meeting of the membership of the Corporation. A regular member shall be considered to be in good standing if it appears on the books of the Corporation that such member is paid current in his dues and initiation fees at the time of such consideration.

(B). In the election of Directors, each member qualified to vote shall have the right and shall be entitled to cast a number of votes equal to the number of vacancies on the Board of Directors to

be filled; provided however, that no member may cast more than one vote for any one candidate.

6.08. Special Actions: No special actions shall be taken by the membership at any membership meeting, unless the notice of such meeting in accordance with this Article V Section 5.04 shall have stated that one of the purposes of such meeting was to consider the specific special action and shall have contained a copy of the proposed special action or a summary or extract thereof. For these purposes "special action" shall refer to amending the By-Laws or Articles of Incorporation, removal of officers or Directors, considering the expulsion of a member or approving actions that will create corporate indebtedness in excess of **\$20,000.00** for any one action.

ARTICLE VII - BOARD OF DIRECTORS

7.01 Duties of The Board

The Board of Directors shall transact all the business of the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. It shall determine the policies, fiscal matters, employment of staff and other personnel policies, and, in general, assume responsibility for the guidance of the affairs of the Corporation.

7.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. shall be managed under the direction of a Board of Directors, referred to for brevity, as the "Board" in this document, except as otherwise provided by law.

7.03 Limitation of Board Powers

The Board of Directors shall not expend or ratify the expenditures of funds in excess of \$20,000 per project, nor shall the Board bind the Corporation to contracts in excess of \$20,000 per transaction without first having obtained the approval of such action by the membership.

7.04 Delegation of Powers

For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

7.05 Board Membership Restrictions

A. No two members of the Corporation who bear any of the following relationships to each other may serve as Directors, officers or either, or both, at the same time:

- (1) - Husband and Wife
- (2) - Parent and Child
- (3) - Brother and Sister

B. Should any two members be related as described in this Article VI Section 6.05 - Board Membership Restrictions, Subsection A, they shall first be afforded the opportunity to agree which of them shall not run for or shall resign from office. Failing agreement between them within fifteen (15) days, one or both shall be declared ineligible to run for office for one year by the Nominating Committee or shall be removed by the Board from office.

C. Should any incumbent officer or director believed to be related to another as described in Section 6.05 - Board Membership Restrictions, Subsection A, dispute the existence of such relationship, he shall be entitled to a hearing pursuant to Section 6.10 of this Article; the Board, however, may remove either or both from office upon finding that it is in the best interests of the Corporation to do so.

7.06 Number of Directors

The GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. shall have a Board of Directors consisting of at least nine (9) Directors, each of whom shall be a member of this Corporation and is qualified to vote.

7.07 Terms

A. Each member of the Board of Directors shall hold office for the term of two (2) years or until his successor is elected and qualified, unless sooner removed from office; but any director may be elected to succeed himself.

B. The terms of Board members shall be staggered so that approximately half the number of Directors will end their terms in any given year. In odd years, the members of the Corporation shall elect at least five (5) Directors and in even years they shall elect at least four (4) Directors annually.

C. Directors may serve terms in succession without limitation.

D. The term of office shall be considered to begin June 1 and end May 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

7.08 Qualifications and Election of Directors

A. In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age, a regular member in good standing for at least one year and an affiliate within affiliate classifications created by the Board of Directors.

B. Officers of the Corporation shall be elected by the membership of the Corporation at the Corporation's annual membership meeting. In odd years, the President, Secretary, and the Second Vice President shall be elected. In even years, the First Vice President and the Treasurer shall be elected.

C. The Board of Directors may propose to create and/or dissolve current and/or additional offices by resolution presented to the membership. The Board of Directors may fill a vacancy

in any office for the remainder of a term until the next regular election for that office.

7.09 Vacancies

A. Vacancies on the Board of Directors shall be filled by election of the remaining Directors. The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these By-Laws.

B. Unexpected vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

C. Each person so elected to fill a vacancy shall remain a director for the full original term of the director being replaced.

7.10 Removal of Directors

A. A director may be removed by majority vote of the entire Board of Directors then in office, if:

(1) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The president shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the president.

Or:

(2) for cause or no cause, whenever, in the judgment of the Board, the best interests of the Corporation will thereby be served, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

B. A Director once removed from the Board, or who has resigned, will not be eligible for nomination for the post of director for a period of three (3) successive yearly elections. The removal of a director or officer will be subject to the approval of the General Membership.

C. Any officer being terminated or who is resigning from his/her office, be it President, a Vice President, Treasurer, or Secretary is also by that action terminated or resigning as a Director of the Board and can no longer act as an agent or on the behalf of the Corporation. For the purpose of resigning or termination the term "officer" and the term "director" are considered to be synonymous.

D. Any member of the Corporation qualified to vote may bring charges against any officer or director by filing a statement in writing, with the Secretary, together with a petition signed by at least twenty (20) members qualified to vote requesting removal of the officer or director in question. When the officer whom the complaint is against is the Secretary, filing shall be with the President.

E. The Board of Directors, upon a receipt of charges from a member as set forth above, shall either consider the matter or call a meeting of the membership to consider the matter. Should the Board consider the matter and fail to remove the person charged, the Board shall call a meeting of the membership to consider it.

F. Failure to attend three consecutive meetings without valid excuse will constitute a cause for removal of any officer or director. Violation of the provisions of the charter, these By-Laws, or any other rules, regulations or resolutions of the Corporation shall be grounds for the removal of any officer or director.

G. In all cases, the officer or director being considered for removal shall be so informed, in writing, not less than thirty (30) days before the date of the hearing at which his removal shall be considered. The notice shall state the date, time and place that the hearing will take place, and the grounds upon which he is being considered for removal. The person being considered for removal shall have the right to appear in person before the appropriate forum considering his removal, to be represented by counsel at his own expense, to be heard and to present witnesses. The person bringing charges shall have the same opportunity. The Board may limit the amount of time that each side has to present the case so long as each side has the same amount of time.

H. In those cases considered by the membership, a simple majority vote of those present at the meeting shall be sufficient to cause the officer or director to be removed, provided there is a quorum present.

7.11 Board of Directors Meetings.

A. Regular Meetings:

The Board of Directors shall meet regularly as the Board may determine necessary, but not less often than quarterly. The meetings shall take place at the place, date and time as specified in the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., POLICIES AND PROCEDURES - MEMBERSHIP AND BOARD MEETING POLICY.

B. Special Meetings:

Special meetings of the Board may be called by the president, a vice president, secretary, treasurer, or any two (2) other Directors of the Board of Directors.

C. Notice of Meetings:

(1). Annual Meeting.

The Incumbent President, with oral concurrence of two thirds (2/3) of the incumbent and newly elected Directors present at the annual meeting, shall give oral notice of the annual meeting of the Board of Directors then present. Such notice shall be binding on all Directors whether present or not.

(2). Regular or Special Meeting:

At least five days' notice, in writing, of each regular or special Board meeting shall be mailed or e-mailed to each director at his address as it appears on the corporate records at the time of mailing or e-mailing. Publication of the notice in the newsletter or activity calendar attached thereto and mailing of a copy thereof to each director shall satisfy this requirement.

(3). Notice Content:

All notices shall indicate the date, time and place of the Board meeting, and in the case of special meetings, the purpose thereof. Should any portion of any regular or special meeting be devoted to the consideration of any Special Action, as that term is defined by Article V Section 5.09 a copy of the proposed amendment, charges or plan to create the indebtedness shall be attached to the notice of the meeting.

(4). Notice of Regular Meeting:

Subsection (2) notwithstanding, no notice of regular Board meetings need be published if a schedule of such meetings for the year is adopted by resolution of the Board of Directors at any meeting at which all Directors are present, or provided that notice of the schedule is given, in writing, to any Directors not present.

(5). Waiver of Notice:

Directors may wave notice of any meeting of the Board, before, at or after such meeting, in writing. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of all objection to the time, place and manner of calling the same, except where the director states at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

7.12 Manner of Acting

A. Quorum:

Unless otherwise provided by these By-Laws, the presence of a majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. The act of a majority of the Directors present at a meeting when a quorum is present shall be the act of the Board of Directors unless otherwise required by these By-Laws. No business shall be considered by the Board at any meeting at which a quorum is not present.

B. Majority Vote:

Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

C. Hung Board Decisions:

On the occasion that Directors of the Board are unable to make a decision based on a tied

number of votes, the Chair of the meeting shall cast the deciding vote.

D. Participation:

Except as required otherwise by law, the Articles of Incorporation, or these By-Laws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. Electronic mail (E-Mail), may be used provided that all of the e-mail responses have been "signed" as required by Section 617.0821 Florida Statutes as such signatures are made possible provided there has been compliance with the Florida Electronic Signatures Act of 1996. A director participating in a meeting by these means is deemed to be present in person at the meeting.

E. Action By Directors without a Meeting:

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section a properly signed e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use e-mail to approve actions, as long as a quorum of Board members gives consent.

F. Board Chairman:

The President of the Corporation shall serve as Chairman of the Board at all Board meetings at which he/she is present, and he/she shall preside at such meetings. The First Vice President shall preside over all meetings of the Board in the absence of the President; the Second Vice President shall preside over all meetings of the Board in the absence of both the President and the First Vice President.

G. Board Meeting Order of Business:

The order of business for all meetings of the Board of Directors, the time and date, shall be determined by the Board, at or before the commencement of each such meeting

7.13 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

7.14 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

7.15 Investments

All investments of the Corporation shall be first approved by the Board of Directors.

ARTICLE VIII - COMMITTEES

8.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- B. fill vacancies on the Board of Directors in any committee which has the authority of the Board;
- C. amend or repeal By-Laws or adopt new By-Laws;
- D. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- E. appoint any other committees of the Board of Directors or the members of these committees;
- F. expend Corporate funds to support a nominee for Director; or
- G. approve any transaction;
- H. to which the Corporation is a party and one or more Directors have a material financial interest; or
- I. between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

8.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by, held and taken in accordance with, the provisions of Article VI Section 6.11 and 6.12 of these By-Laws concerning meetings and actions of the Directors, with such changes in the context of those By-Laws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with

the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these By-Laws.

8.03 Operating and Standing Committees

The Operating and Standing Committees shall be and are established by the Board as specified in the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., POLICIES AND PROCEDURES - OPERATING AND STANDING COMMITTEES POLICY.

ARTICLE IX - OFFICERS

9.01 General

A. The officers of this Corporation shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer and such assistant secretaries and treasurers, and other assistants as the Board of Directors may, from time to time, deem appropriate or necessary; and each of whom shall serve the Board of Directors. There shall be no limit on the time any assistants may serve. All assistants shall be appointed by the Board of Directors.

B. The officers of the Corporation shall be chosen by, and serve at the pleasure of, the membership. Each officer shall have the authority and shall perform the duties set forth in these By-Laws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no officer may act in more than one capacity where action of two or more officers is required.

9.02 Term of Office

Each officer shall serve a two-year term of office and with no limit on consecutive terms of office. If elected by the Board to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

9.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

9.04 Board President

The Board President shall be the chief volunteer officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties

incident to the office or properly required by the Board of Directors.

The President shall:

- A. Preside at all meetings of the general membership and of the Board of Directors at which he is present;
- B. Be a member "ex officio" on all committees except the Nominating Committee; and
- C. Perform all other duties prescribed by the Articles of Incorporation and these By-Laws, as well as all other duties usually pertaining to the office of the President.

9.05 Vice President

A. In the absence or disability of the Board President, the ranking Vice-President or Vice-President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions as the Board President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President.

B. Each Vice President shall be chairman of the committee or committees created by these By-Laws or the Board of Directors to perform duties within the area of functional responsibility denoted by his/her title. Each Vice President shall perform all such other duties as usually pertain to the office of Vice President.

9.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these By-Laws. The secretary shall cause notice to be given of all meetings of Directors and committees as required by the By-Laws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

A. The Secretary shall:

- (1) - Keep a complete record of all proceedings and correspondence of the Corporation and of the Board;
- (2) - Submit minutes of all meetings to the Board for their approval and submit approved minutes to the next meeting for acceptance; Post minutes of previous membership meeting in clubhouse at least 30 minutes before the membership meeting;
- (3) - Maintain copies of the Articles of Incorporation, By-Laws and accepted minutes at the clubhouse and available for inspection by any member qualified to vote at all times the

clubhouse is open;

(4) - Provide the membership with copies of the current By-Laws;

(5) - Give notice of all meetings as required by statute, the Articles of Incorporation, these By-Laws or special resolution, and determine whether such meeting has a quorum;

(6) - Have custody of the Corporate Seal;

(7) - Furnish copies of any Corporate record (other than financial records) to any member qualified to vote, and upon receipt of a fee, if any, to be determined by the Board at current cost:

(8) - The Secretary shall keep records relating to the names, addresses email addresses, or other information contained on membership application forms with respect to each member.

(9) - The Secretary shall perform such other duties as usually pertain to the office of the Secretary.

9.07 Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all financial duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

A. The Treasurer shall:

(1) - Monitor the deposit of all moneys of the Corporation in the name of the Corporation, in such bank or banks as may be designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signature of the Treasurer or Assistant to the Treasurer, and either the President or one of the Vice Presidents;

(2) - Be custodian of all funds and securities of the Corporation and collect interest thereon, and supervise the maintenance of funds of the Bar Committee;

(3) - Keep the books and accounts of the Corporation, and make regular reports to the Board of Directors and to the members at the annual meeting, concerning the financial condition of the Corporation;

(4) - Give bond in such amount as the Board of Directors may require, the Corporation to pay the premium for such bond;

- (5) - Prepare and file reports and returns required by all governmental agencies;
- (6) - Maintain copies of the most recent financial statements of the Corporation at the clubhouse and make available for the inspection of any member qualified to vote at all times the clubhouse is open;
- (7) - Furnish copies of any previously prepared financial report to any member qualified to vote, or bondholder, upon specific written request from such person therefore, and upon receipt of a an appropriate fee for each report requested as determined by the Board of Directors;
- (8) - Make payments only for bills and charges properly approved by the Board of Directors; and
- (9) - Perform any other duties usually assigned to a Treasurer.

B. Securities and other valuable papers shall be placed in a safety deposit box as designated by the Board of Directors, which box may be opened only upon the signature of the Treasurer and/or other designated officer of the Board of Directors.

C. The Treasurer may be assisted by a bookkeeper-accountant authorized by the Board of Directors as a part-time or full-time employee to be or become employed as the need may arise. The periodic financial reports may be prepared in house or by an outside accounting firm.

9.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation.

ARTICLE X - CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

10.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf in accordance with the German American Society of Central Florida, Inc. Policy and Procedures ARTICLE XVII – AUTHORITY TO EXECUTE CONTRACTS, DEEDS, LEASES, MORTGAGES, GRANTS AND OTHER AGREEMENTS.

10.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

10.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

10.04 Loans

No loans, except that incurred from trade transactions using Board approved bank credit cards, shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board and approved by the membership. Such authority may be general or confined to specific instances.

10.05 Indemnification

A. Mandatory Indemnification:

The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

B. Permissible Indemnification:

The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

C. Advance for Expenses:

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these By-Laws.

D. Indemnification of Officers, Agents and Employees:

An officer of the Corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority vote of those members of this Corporation qualified to vote at any duly organized meeting of the Corporation, and otherwise in accordance with the provisions of the by-laws.

ARTICLE XII – POLICIES AND PROCEDURES: ADOPTION, MODIFICATION AND REPEAL

The Corporation shall establish policies and procedures that provide the basis for consistent behavior regardless of the status or length of tenure of the people implementing them. They offer the opportunity for quicker responses to questions or concerns about "what to do." Because they provide for relative uniformity, they make greater accountability possible. Policies and procedures also help to ensure necessary compliance actions are legal and timely.

A. Adoption of policies may be recommended to the Board of Directors and approved when the Board deems it necessary, appropriate, or in the best interest of the Corporation. Such recommendations for adoption or change of the policies must be presented, with proper prior notice, to the Board at a Board Meeting and accepted upon a majority vote.

B. Policies may be amended, altered, repealed, or restated upon being presented with proper prior notice to the Board at a Board meeting and accepted upon a majority vote, provided;

(1) that no amendment shall be made to the policies which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(2) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a majority vote of the members at a membership meeting.

ARTICLE XIII - MISCELLANEOUS**13.01 Corporate Records and Books**

A. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and By-Laws as amended to date.

B. The Corporation shall maintain minutes of each meeting of the Board of Directors. The Secretary shall prepare the minutes of each meeting, and upon approval of the minutes by the President and their acceptance by the Board of Directors, they shall become the official record of the Corporation.

C. The Corporation shall maintain minutes of each meeting of the membership. The Secretary shall prepare the minutes of each meeting, and upon approval of the minutes by the President and their acceptance by the membership at its next meeting, they shall become the official record of

the Corporation.

D. The Secretary shall maintain a copy of the official records of the Corporation on the club premises, which records shall be available to any member qualified to vote for examination on the club premises during normal hours of operation.

E. Records retention shall be in accordance with the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC., POLICIES AND PROCEDURES, ARTICLE IV – DOCUMENT RETENTION POLICY.

13.02 Fiscal Year

The fiscal year of the Corporation shall be from June 1 to May 31 of each year.

13.03 Corporate Seal

The Board of Directors shall provide a suitable seal containing the name of the Corporation and the words "CORPORATION NOT FOR PROFIT", which seal shall be in the charge of the Secretary. The Corporate seal shall be affixed to any certificates of membership and to all other documents, contracts and papers as the Board may prescribe.

13.04 Rules of Order

The procedure at all membership, Board, and committee meetings shall be governed by "Robert's Rules of Order", unless otherwise expressly set forth in these By-Laws or by resolution of the particular body meeting.

13.05 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

13.06 Nondiscrimination Policy

The officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

13.07 By-Law Amendments

A. Members may recommend amendments to these By-Laws by a motion at any membership meeting or amendments may be recommended to the membership by the Board of Directors when the Board deems it necessary, appropriate, or in the best interest of the Corporation. Such recommendations for a change to the By-Laws must be presented with proper prior notice to the

general membership as required by Section 5.04.

B. These By-Laws may be amended, altered, repealed, or restated by a vote of at least two-thirds of the general membership in attendance at a membership meeting, provided;

(1) that no amendment shall be made to these By-Laws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(2) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a majority vote of a quorum of the members at the meeting; and,

(3) that all amendments be consistent with the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BY-LAWS

I do hereby certify that the above stated By-Laws of GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. were approved by the GERMAN AMERICAN SOCIETY OF CENTRAL FLORIDA, INC. members on _____, __, 2017 and constitute a complete copy of the By-Laws of the Corporation.

Chris Myers, Secretary

Date: _____