

# **BY-LAWS OF SWISS CLUB TELL**

**A Corporation  
As Updated June 10, 2020**

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## **ARTICLE I – MEMBERSHIP**

- Section 1.** The authorized membership of this corporation shall be twenty-Five (25) or more
- Section 2.** That there shall be two (2) classes of membership, to-wit: Active and Honorary.
- a. Active members shall be sub-divided into two (2) classes:
    - i. Dues paying
    - ii. Senior (See Amendment XIV)
  - b. Honorary members shall be such members who are given honorary membership by a vote of the members in a regular or special meeting. Honorary members shall have vote and voice in any regular, special or general meeting. They shall be exempt from all dues and assessments. (See Amendment XIII)
- Section 3.** That any person of good moral character, over the age of 18 years, shall be eligible for membership, but membership of Swiss Ancestry or of affiliation by marriage shall at all times be in a two-third majority.
- Section 4.** That any person eligible for active membership shall become a member of this corporation upon submission of an application form and payment of an initiation fee and any dues for the current calendar year as determined by the Board of Directors to the Treasurer.
- Section 5.** That there shall be no certificate of membership other than the Treasurer's receipt for payment of dues.
- Section 6.** Active members shall pay annual dues determined by the Board of Directors (except those who qualify for an exemption under Articles XIV or XV); all dues payable in advance on the first day of each year. Members still in default of dues payment as of March 31st of the corresponding year shall be deemed in bad standing and shall not be entitled to any membership privileges or to a vote in any regular or special meetings while he or she is in default. Members who still have not paid their yearly dues by June 30th of the corresponding year will lose their membership. If desired, they may reapply (including payment of initiation fees), but will lose all accumulated seniority towards Senior Membership (see Article XV).
- Section 7.** That membership shall be non-transferable and shall terminate on death of the member.

## **ARTICLE II – MEETINGS OF MEMBERS**

- Section 1.** The annual meeting of the members shall be held during the month of January in each year.
- Section 2.** The secretary shall give notice of all regular meetings to the members by mail.
- Section 3.** Special meetings of the members may be called at any time by the President or by two of the directors, or by written demand of fifteen (15) or more members, delivered to the Secretary or President, and such calls shall state the purpose of the meeting, and such meeting shall have no power to do anything not stated in the call therefore.
- Section 4.** Twenty-five (25) percent or more members shall constitute a quorum for all regular and special meetings of the members.
- Section 5.** All regular and special meetings of the members or directors shall be Governed by Roberts Rules of Order.

## **ARTICLE III – DIRECTORS**

- Section 1.** At the annual meeting of the members, as provided in Article II, a board of directors consisting of seven (7) members in good standing shall be elected.
- Section 2.** The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, Communications Director, Second Vice-President, and Third Vice-President. Said Board of Directors shall be elected out of the membership of honorary and active members in good standing.
- Section 3.** In event of a new Board of Directors not being elected as hereinabove provided, the members of the old board shall continue to act as the directors until a new board is elected at a succeeding general or special meeting of the members.
- Section 4.** Directors shall hold office for one (1) year and until their successors are elected or appointed.
- Section 5.** The directors may elect or choose all officers and agents, attorneys in fact, servants and employees of the corporation, and may remove any of them except a director, and fix their compensation, and require from them security for faithful service.

**Section 6.** Whenever a director ceases to be a member of this corporation, the board shall at once declare his or her office as such director vacant, and appoint his or her successor.

**Section 7.** Vacancies in the Board of Directors shall be filled by an appointee of the board who shall hold office until the next annual meeting of the members, unless his or her successor is duly elected by the members at a meeting prior thereto. It is the duty of the directors to fill all vacancies on the board, with all convenient dispatch, as soon as a vacancy occurs.

**Section 8.** No resignation of a director shall take effect so long as such resignation would reduce the number of directors to a number less than necessary to form a quorum of said board; that is a quorum shall be four (4) or more.

**Section 9.** Meetings of the directors shall be held on a mutually agreed upon date and time, as necessary. Special meetings of the directors may be called at any time by the President, or upon his or her order, or by two or more of the directors.

#### **ARTICLE IV – EXECUTIVE COMMITTEE**

**Section 1.** The directors may appoint an executive committee from their own number, to consist of such members as they shall see fit; which committee shall have authority to exercise all of the powers of the board when the board is not in session, but subject to the immediate disaffirmance by the board at their next meeting after receiving the report of the acts done by said committee. Such committee may act by the written consent of all its members, although not formally convened. Members of this committee may be removed as such, and their successors be appointed by the board, and said committee may be abolished at any time by the board.

#### **ARTICLE V – PRESIDENT**

**Section 1.** The President shall be the chief executive officer and head of the corporation, and shall have general control and management of its business and affairs subject to the control of the Board of Directors and executive committee. He or she shall preside over all regular, general and special meetings and shall authorize all papers, contracts and documents required by the Board of Directors, or proper and necessary to carry on the business of the corporation.

**Section 2.** All the powers and duties imposed upon him by law, or by these by-laws may be exercised by him either within or without the State of California.

**Section 3.** In the absence of the President and all the Vice-Presidents, the meeting, whether of members or directors, may choose by show of hands a President Pro Tempore to preside at such meetings.

## **ARTICLE VI – VICE-PRESIDENT**

**Section 1.** The Vice-President, in the absence or inability to act of the President, is vested with all the powers, and shall perform all the duties of the President. If there be more than one Vice-President, they shall be numbered, and each shall act in the absence or inability to act of the President and all Vice-Presidents preceding him in number. In such acts, and in the execution of writings by such Vice-Presidents, it shall not be necessary to recite the absence or inability of any preceding officer to act.

## **ARTICLE VII – SECRETARY**

**Section 1.** The Secretary shall be Ex-Officio, Secretary and Clerk of the Board of Directors, an Secretary of all meetings of members and of the executive and of all other committees; he or she shall attend all their sessions, and shall record all votes and minutes of their proceedings in a book or books kept for that purpose; provided that in his or her absence, the President or Chairman may name a Secretary Pro-Tempore.

**Section 2.** He or she shall give all notices required by him by law or the order of the President and all notices required of all meetings of the members, directors, and committees when not otherwise legally given, and he or she shall perform all other duties required of him by the President, directors and committees. He or she may countersign all contracts requiring the signature of the President, and, unless otherwise ordered by the directors, countersign all checks, drafts, promissory notes and other obligations of the corporation, and attach the seal of the corporation thereto. He or she shall have the custody of, and carefully preserve the corporate seal.

**Section 3.** Under the general direction of the President, he or she shall review and record the keeping of the accounts showing the profits and losses of the corporation.

**Section 4.** The directors may choose one or more assistant secretaries, whose duties shall be such as may be provided by the directors.

**Section 5.** The Secretary shall keep a membership book, showing the names and addresses of all members.

**Section 6.** In case of any membership terminating for any cause, the Secretary shall note the date and cause of termination of such membership in said membership book.

### **ARTICLE VIII – TREASURER**

**Section 1.** The Treasurer shall keep all moneys of the corporation which may come into his or her hands from time to time, and pay out the same upon the checks or drafts of the President, countersigned by the Secretary, or otherwise signed pursuant to the order of the Board of Directors, keep accurate books of account of the transactions of his or her office and generally perform all other duties pertaining to his or her office or which may be required of him by the Board of Directors.

**Section 2.** The Treasurer shall deposit all funds of the corporation in such bank or banks as may, from time to time, be designated by the Board of Directors.

**Section 3.** The Treasurer shall be responsible for the collection of all yearly dues in accordance with the provisions set forth in Articles I and XIV and shall provide dues reminders to those members in arrears.

### **ARTICLE IX – COMMUNICATIONS DIRECTOR**

**Section 1.** The Communications Director shall mail notices to members regarding club meetings and events and shall maintain the Swiss Club Tell website.

### **ARTICLE X – TRUSTEES**

**Section 1.** A minimum of two trustees are selected by a vote of the members at the annual meeting to serve for a term of one year. They are not members of the Board of Directors. The duty of the trustees is to verify the books of account and financial records of the Treasurer, and to make their report thereon at the General Meeting.

**Section 2.** The books of the corporation shall be closed as of December 31<sup>st</sup> of each year.

## **ARTICLE XI – AMENDMENTS**

### **Section 1.**

In addition to the method of amending by-laws provided by the laws of this state, those by-laws may be amended by the unanimous vote of the entire number of directors which this corporation is authorized by law to have, or by a vote of the majority of the members at any special or general meeting of the members.

This is to certify that at a regularly called meeting of the Board of Directors of SWISS CLUB TELL held on June 4, 1999, and at which a quorum of the directors was in attendance, the following amendment to the By-Laws was duly proposed and adopted by unanimous vote of the entire number of directors pursuant to the provisions of Article X, Section 1, and was further ratified by a majority vote of the members present at the general meeting of SWISS CLUB TELL held on January 22, 2000.

Article XI as stated below is hereby appended to the by-laws.

## **ARTICLE XII – DISSOLUTION**

### **Section 1.**

The dissolution of SWISS CLUB TELL requires ratification by a two-thirds majority vote of the general membership of the organization.

### **Section 2.**

In the event the Board of Directors, by simple majority vote, determines that it is no longer practical to operate the organization, they shall call for a special meeting of the general membership solely for the purpose of deciding the issue of dissolution.

### **Section 3.**

In addition to providing the date, time and purpose of the special meeting, the notice shall provide an absentee ballot to allow members to submit their vote if they are precluded from attending the special meeting.

### **Section 4.**

Upon the dissolution of SWISS CLUB TELL, the corporate assets shall be disbursed in payment of all just debts and claims against the corporation.

### **Section 5.**

In the event assets remain following the payment of the foregoing, the membership shall: a) by simple majority vote of the members in attendance at the special meeting, designate the charitable organization(s) to whom the remaining assets shall be donated; and b) direct the corporate treasurer to effect said donation(s).

## **ARTICLE XIII – MEMBERSHIP EXCEPTIONS**

**Section 1.** A former member who was in good standing and who is interested in rejoining the club is exempt from paying the initiation fee if that member's membership has been expired less than two years.

**Section 2.** A young adult of 18 to 20 years of age whose parent(s) were member(s) in good standing is exempt from the initiation fee. Said young adult has a two-year grace period to become a member. Upon expiration of the grace period, payment of initiation fee will be required.

## **ARTICLE XIV – HONORARY MEMBERSHIP**

**Section 1.** All nominations for honorary membership shall be submitted in writing and presented to the Board of Directors, who will then decide the merits at a board meeting. Should the Board of Directors approve the candidate for Honorary Membership, they shall present said candidate for a vote of the membership at the General Meeting.

## **ARTICLE XV – DUES EXEMPTION FOR SENIOR MEMBERS**

**Section 1.** Dues shall be waived after a member has been in good standing for at least 10 years and has reached the age of 65.

## **ARTICLE XVI – CHARITABLE DONATIONS**

**Section 1.** Requests for specific charitable donations with amounts must be submitted to the board of directors in writing.

**Section 2.** The Board of Directors has the power to make donations of up to \$10,000 per calendar year with unanimous approval by the board.

Donations of over \$10,000 must be approved by the membership at the General Meeting.

## **ARTICLE XVII – INVESTMENTS**

**Section 1.** The Board of Directors shall be empowered to make investments with no time limits.

**Section 2.**

The Board of Directors has the authority to hire a money manager.

**APPENDIX A – SUMMARY OF AMENDMENTS**

(Since 2020)

Date	Article and Section	Reason for Change
6/10/2020	Appendix A	Added Appendix A Summary of amendments to document changes to the bylaws going forward.
6/10/2020	Article I Section 4	Board decided to accept membership applications throughout the year and remove the requirement for in person attendance.
6/10/2020	Table of Contents	Added a table of contents to the document to facilitate locating information.