

**BY-LAWS of the
AMERICAN INTERNATIONAL WOMEN’S CLUB OF COLOGNE e.V.**

**ARTICLE I
MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES**

A. General Membership Responsibilities

1. Members shall participate to the best of their ability in Club activities and events, and in assisting new members. As the American International Women’s Club of Cologne e.V. (AIWCC) is a volunteer organization, members are encouraged to volunteer their time and talents to further the Purpose of the Club as stated in the Constitution Article II.A.
2. In addition, the entire Membership shall participate by providing the required quorums of the Voting Membership in order to elect new officers or make any Constitutional changes. Participation in the constitution of quorums can be realized by attending the Annual General Meeting and any Extraordinary General Meetings, or completing an absentee ballot for such Meetings.

B. Becoming a Member

Women interested in joining the Club may attend events to acquaint themselves with the Club. New candidates for Club membership can be eligible for regular, associate or honorary membership as specified in the Constitution, Article III. A., B and D. Honorary membership is conferred by invitation of the Executive Board only and does not require an application or dues payment. Applicants for Regular or Associate Membership shall become members upon submission of an application to the Membership Chair, payment of dues and approval by the Executive Board.

C. Renewing Membership: Membership is renewed annually by paying dues.

D. Terminating Membership: Members can terminate their membership at any time by notifying the Membership chair. Dues are not refundable.

E. General Membership Privileges

Members have access to an online membership directory, enabling them to contact their fellow club members, and an events calendar informing them about upcoming events. Members may attend all club events.

F. Membership in Good Standing

A member in “Good Standing” is a member who has paid their current membership dues and any assessed cost (such as payment to take part in an event) in full.

G. FAWCO Membership

All Club members in good standing in the AIWCC are automatically entitled to membership in FAWCO (Federation of American Women’s Club Overseas) and are accorded all rights and privileges of membership.

ARTICLE II DUES

A. Amount

The amount of annual dues shall be stated in the Standing Rules. Any increase of over 30 (thirty) percent of the dues requires approval of the voting members at the Annual General Meeting.

B. Payment Schedule

Membership is renewed on an annual basis, from the date of joining. Members will receive a reminder 30 days prior to their renewal date. Failure to pay dues shall lead to suspension of membership.

ARTICLE III PUBLICATIONS

- A. A regular Club Newsletter shall be published during the course of the year and sent to Club Members informing them of issues in accordance with the Club's stated Purpose pursuant to the Constitution Article II Sections A and B.
- B. A Membership List will be available to all Club Members on the Members Only Section of the website, exclusively for their personal and non-commercial use.

ARTICLE IV DUTIES OF THE OFFICERS AND COMMITTEE CHAIRPERSONS

- A. The term of office for Executive Board Officers and Committee Chairpersons is 1 July to 30 June. A transitional board meeting shall be held in June to transfer responsibilities from one board to the next.
- B. Each Executive Board Officer and Committee Chairperson shall be given an up-to-date job description upon installation in office. The Executive Board shall have copies of all job descriptions.
- C. Each Executive Board Officer and Committee Chairperson shall familiarize themselves with their individual job description.
- D. Each Executive Board Officer shall attend, or send a Board-approved Assistant, or a substitute, to all Board meetings, and the Annual General Meeting. All Executive Board Officers are encouraged to attend other Club events.
- E. The President, the Vice-President, the Treasurer, the Membership Chair, the FAWCO Representative and the Events Chair shall present reports at the Annual General Meeting.
- F. Each Executive Board Officer and Committee Chairperson shall keep a record of expenses and submit receipts to the Treasurer in a timely manner. -

**ARTICLE V
FEDERATION OF AMERICAN WOMEN’S CLUBS OVERSEAS**

The AIWCC is a member of the Federation of American Women’s Clubs Overseas (FAWCO). Membership requirements in this organization must be maintained by the Club and can be withdrawn at any time at a General Meeting by a majority of two-thirds (2/3) of the votes cast. The AIWCC’s representative to FAWCO is a member of the Executive Board.

**ARTICLE VI
CONFLICT RESOLUTION AND MEMBERSHIP TERMINATION**

- A. The Executive Board reserves the right to terminate the membership of any member for cause, based upon the outcome of a review by the Conflict Resolution Committee, as outlined in the Standing Rules.
- B. Disputes among members regarding club-related issues shall be resolved by first seeking resolution through appeal to the Executive Board. If this process does not result in settlement of the dispute, then the Conflict Resolution procedure, as outlined in the Standing Rules, shall be utilized.
- C. The final resolution of all disputes shall rest with the Executive Board.

**ARTICLE VII
AMENDMENTS**

The By-Laws may be amended at any time by the membership pursuant to Article XII.C. of the Constitution. The proposed amendment shall have been submitted in writing, via post or email, to the Membership at least fourteen (14) days before the voting date. Absentee ballots verified by the Executive Board shall be valid.

**ARTICLE VIII
RULES OF ORDER**

Robert’s Rules of Order, Revised, shall be the authority on all questions of procedure not covered by the Club Constitution, By-Laws or Standing Rules.

**ARTICLE IX
SAVINGS CLAUSE**

All Standing Rules, regulations and policies currently in effect and not in conflict with these By-Laws shall remain in effect without the necessity of ratification.

**ARTICLE X
SEVERANCE CLAUSE**

Should single provisions of these By-Laws be or become invalid or unenforceable in whole or in part, the validity of the remaining provisions as well as of the Agreement as a whole shall not be affected thereby. In place of an invalid or unenforceable provision, such valid and enforceable provision is deemed agreed upon as comes closest to the objectives of the invalid or unenforceable provision and the spirit of these By-Laws.

**ARTICLE XI
EFFECTIVE DATE**

The effective date of these By-Laws shall be July 1, 2018.

**STANDING RULES of the
AMERICAN INTERNATIONAL WOMEN’S CLUB OF COLOGNE e.V.**

**ARTICLE I
DUES AND FINANCES**

- A. Annual dues are 60 Euro. A discounted dues price of 30 Euro is offered to young members (up to 30 years old). 5 EURO of each paid membership will be donated to the FAWCO Foundation.
- B. German tax rules and regulations provided by our financial Tax Advisors must be adhered to. Guidelines for adhering to these rules will be developed and documented by the Treasurer.
- C. Expenses planned by Executive Board members or Committee Chairs, which exceed 50 EUR and have not been explicitly planned in the budget must be approved by the President, the Vice-President or the Treasurer. Other club members may not plan or incur any club expenses without the express permission of the Executive Board or one of the following: the President, the Vice-President or the Treasurer. In the event that prior approval has not been sought, reimbursement may be made at the discretion of the AIWCC Executive Board.
- D. The Club will financially support costs associated with representation to the Annual FAWCO Conference. The Executive Board must approve these representatives.
- E. All fundraising events of the Club must have prior approval of the Executive Board.
- F. The Club's Charity strategy will be linked with FAWCO's Target Program, following a three-year cycle supporting the Target Issue through local projects and internationally through the selected Target Project. In special circumstances, other charitable causes (i.e. emergency relief) may be supported on a time limited basis with approval of the Executive Board.
- G. Gifts for special occasions (such as thank-you gifts for program speakers and hostesses) shall be at the discretion of the Executive Board.

**ARTICLE II
ANNUAL GENERAL MEETING**

- A. Scheduling of AGM: The AGM shall be held once every year.

**ARTICLE III
CLUB COMMUNICATIONS**

- A. Club Newsletter
 - 1. Club communications shall be published on a regular basis.
 - 2. Persons interested in offering commercial products or services to the membership shall approach the Advertising Chair about placing a paid advertisement in the Club newsletter.

- B. Website
Access to the “Members Only” section of the AIWCC website is password protected.
- C. Communicating with the Public
All solicitations, community action/awareness, press releases, etc. (email, written, verbal or any other form of communication) made on behalf of the AIWCC, including expressions of opinion, must have the prior knowledge and approval of the Executive Board.
- D. Email
1. Email is used to inform members about AIWCC events, FAWCO concerns, local events and new services of interest to our membership. The Membership Chair administers the email list on the Club website. Only the AIWCC President or person(s) authorized by the President are permitted to send email to the entire AIWCC membership. These designated Club emailers, whose names shall be published in the Bulletin, are authorized to decide which mails are suitable for Club wide distribution. Members shall contact one of them if they want a message sent out to the club.
 2. All emails pertaining to Club events, activities, and announcements shall be sent to all members who have provided the Club with their email address.
 3. The use of any members’ e-mail addresses for commercial purposes is prohibited. Unsolicited commercial e-mail is spam, which is illegal in Germany. Repeated misuse of the AIWCC’s e-mail list may result in termination of membership.
 4. Email shall be the primary method of the Board’s communicating with the membership. If notice is required in writing by our Constitution, By-Laws, or Standing Rules, members will receive it via post or email.
- E. Photographs
- Photographs may be taken at Club events and published. Anyone attending an event who does not want their photograph published must advise the photographer(s).

ARTICLE IV PARTICIPATION POLICY

- A. Overview
- The American International Women’s Club of Cologne e.V. offers various brunches, luncheons, dinners, meetings, day trips, special events and activities in accordance with Article II, Section A of the Constitution. Some activities are open to families and guests; the person planning the event decides if they may be included. The Club cannot be held responsible for any injury or inconvenience that may occur while participating in these activities.

B. Preparing and Participating in Meetings, Special Events and Trips

1. Events, meeting places, times and menus are selected by the person(s) in charge of each event.
2. The objective is to stage events at the best possible prices and that will appeal to the majority of club members.
3. Events with limited space available are open to all members on a first-come first-served basis. Waiting and/or sub lists will be kept should the need arise.
4. At events open to both members and non-members, for which members pay a fee, non-members may be charged an additional fee.

C. Reserving, Cancelling, No-Shows

1. No Show/Late Cancellation Policy: It is AIWCC policy that a reservation made is a reservation paid. All participants attending an event requiring reservations (including all categories of the AIWCC membership and guests) must make a reservation and pay by the deadline designated prior to the event. Those canceling after said deadline will not be refunded. Members who make reservations for guest(s) who fail to attend the event will be invoiced for their guest(s) reservation.
2. When reservations are made without pre-payment, for example for an à la carte restaurant dinner, no-shows may be invoiced if costs ensue.
3. Failure to pay assessed costs: Membership will not be renewed until all assessed costs have been satisfied.

D. Prospective Membership

Women interested in joining the club may attend 3 (three) events within 3 (three) months to acquaint themselves with the club.

ARTICLE V

GUIDELINES FOR CONFLICT RESOLUTION COMMITTEE AND PROCEDURE

A. Purpose

The Conflict Resolution Committee and Procedure may be used to address club-related conflicts among members. Conflict resolution procedures must be used prior to relieving any AIWCC member of her position or membership, unless otherwise stated in our Constitution, By-Laws or German law.

B. Appointment

The Resolution Committee will consist of three objective AIWCC members appointed by the Parliamentarian, or, where the Parliamentarian is party to the conflict, by the Executive Board. When the three women have been named and agree to serve, the Executive Board shall vote on the appointment of this committee.

C. Disputes Among Members

1. Activation

Only after every effort has been made to obtain a satisfactory solution to the matter quietly and informally, any AIWCC member may call for the activation of the Resolution Committee by completing a Conflict Resolution Request Form, obtained from the Parliamentarian. The request shall go to the Parliamentarian who will look at the available information, consult existing By-Laws, Standing Rules and *Roberts Rules of Order*, review solutions tried and recommend activation of the Committee or denial of the request. The Board will approve or reject the recommendation. If the request is denied, the Parliamentarian will inform the involved parties of the reason for the denial.

2. Responsibility

The Parliamentarian, the Resolution Committee and the Executive Board will expedite the procedures according to the urgency of the situation and all matters will be considered confidential. The Resolution Committee will meet with the persons involved in the conflict to (a) recognize the problem from everyone's perspective; (b) narrow down the areas of disagreement and (c) assist in exploring possible solutions. Those involved in the conflict must be encouraged to suggest solutions to the problems, as they are essential to a successful resolution. The parties involved and the Committee will formulate a plan to resolve the conflict and establish a working relationship, including a deadline for completion. After the deadline, the Committee will meet with the persons involved for a progress report. If the Committee feels that sufficient progress has been made, further meetings may be suspended.

D. Assessment of Due Cause for Membership Termination

1. Activation

The Executive Board may call for the activation of a Resolution Committee, should it deem that there is due cause, based on a member's actions pertaining to club business or activities, as called for in By-Law Art. VI.A.

2. Responsibility

The Parliamentarian, the Resolution Committee and the Executive Board will expedite the procedures according to the urgency of the situation and all matters will be considered confidential. The Resolution Committee will meet with the person involved to (a) identify the issue; (b) recognize the problem from the member's perspective; and (c) assist in exploring possible solutions. The member in question

will suggest solutions to the problem, as she is essential to a successful resolution. The member and the Committee will formulate a list of action steps, with a completion date, to resolve the conflict and establish a working relationship. At the end of the completion date, the Committee will meet with the person involved for a progress report. If the Committee feels that sufficient progress had been made, further proceedings may be suspended.

E. *Reporting*

The Resolution Committee will report in writing briefly to the Executive Board and the Committee will be dissolved following a satisfactory solution. If an impasse has been reached, the Committee will present a recommended course of action in writing to the Executive Board for discussion and a vote. The member(s) involved in the dispute may attend the Executive Board meeting where the recommended solution is to be presented and be allowed to present their position to the Board. The decision of the Executive Board is final. The Parliamentarian will keep a record of the proceedings in the Conflict Resolution file.

**ARTICLE VI
AMENDMENTS**

The Standing Rules may be amended at any time by a two-thirds (2/3) majority of the Executive Board, subject to Art. IX of the By-Laws.

**ARTICLE VII
EFFECTIVE DATE**

The effective date of these Standing Rules shall be July 1, 2018.