

C. Special Report: By-Laws Committee

PROPOSED REVISIONS OCTOBER 7, 2000 AND FALL 2002

Constitution and By-Laws of the

SWISS AMERICAN HISTORICAL SOCIETY

Incorporated in Washington, D.C., March 27, 1970

Article I – Name

The name of the organization shall be SWISS AMERICAN HISTORICAL SOCIETY (hereinafter, the “Society”)

Article II – Purpose

The purpose of this Society shall be to initiate, conduct, and foster historical research concerning Swiss and Swiss American involvement in American history and life, Swiss history, and all aspects of the relations between Switzerland and the United States. It shall disseminate the information gained by publications, exhibitions, meetings, and by any other means deemed proper. The society shall also serve as a forum for persons interested in Swiss and Swiss-American matters.

Article III – Domicile

The domicile of the Society shall be in the City of Washington, D.C.

Article IV – Membership

Section 1. Membership in the Society may be acquired by anyone upon payment of dues for individual, student, organizational, life membership, honorary membership and other types of membership as established by the annual meeting of the current members.

Section 2. The current Ambassador of Switzerland to the United States shall, with his approval, be deemed ex officio Honorary Member of the Society. The President or other designated Officer shall be responsible for

contacting any newly appointed Ambassador regarding his or her ex officio Honorary Membership.

Section 3. Honorary membership may be conferred to anyone by majority vote at any Annual Meeting.

Section 4. The right to hold office, vote, and participate in the proceedings of the Society shall be accorded to, and may be exercised only by, members as specified above and consistent with the rules established by the Officers. New members obtain these privileges ninety (90) days after they have become members.

Article V – Meetings of Members

Section 1. An Annual Meeting of the members shall be held during the last quarter of the calendar year.

Section 2. Special meetings may be called at any time by the President or upon the request of fifteen members of the society. Within sixty (60) days the President shall inform the membership as to the time and place of such special meeting which shall be chosen with the consent of a majority of the advisory Board and guarantee the widest attendance possible.

Section 3. The Recording Secretary shall send a notice to convene all members of the Society as to the time and place of the annual or special meeting at least six (6) weeks before such a meeting. In case a special meeting is to be held, the purpose of such a meeting as well as at whose direction or request it is being called are to be clearly stated.

Section 4. At the Annual Meeting the Officers and members of the Advisory Board shall be elected. The President of the Society shall conduct the annual as well as special meetings by preparing the agenda and chairing the discussion. Members who want to submit items of their own shall submit their request in writing to the President at least six weeks before the meeting.

Section 5. Robert's Rule of Order shall govern the business of the meetings.

Article VI – Officers

Section 1. The elected Officers shall consist of a President, a Vice-President residing in the United States, a Vice-President residing in Switzerland, a Treasurer, a Recording Secretary and a Membership Secretary. Officers shall be elected to (3) three-year terms. Any Officer, except the President and Vice-Presidents, may hold another office. Former Presidents and Vice-Presidents may be elected and reelected without restriction on the number of terms, so long as each does not serve more than two (2) terms consecutively in the same office. Elections shall be held only during Annual Meetings.

Section 2. The President shall provide his or her best efforts to attend and preside over all meetings of the Society, shall oversee that all activities conform to its goals and shall serve as an ex officio member on all of its committees. If an important matter of long-range significance needs to be decided before the Annual Meeting, the President may, with the consent of two-thirds majority of the Advisory Board, conduct a binding mail ballot among the full membership with mail in ballots returned directly to the Recording Secretary to be counted and recorded. If the President is removed from his or her position, dies, resigns, or is disabled by illness or injury before completion of the term, the Vice-President residing in the United States becomes President with the consent of a majority of the advisory Board for the remainder of the President's original term. In the absence of such a majority, the Recording Secretary shall query the Advisory Board regarding the succession. The person with a simple majority will become Acting President until the next annual meeting. At the next meeting a President will be elected for the remainder of the term. In the event that any other Officer is removed from his or her position, dies, resigns, or is disabled by illness or injury before completion of the applicable term, the President, with majority approval of the Advisory Board, shall appoint a successor until the next annual meeting. At the next meeting a successor will be elected for the remainder of the term.

Section 3. The Vice Presidents shall perform duties delegated to them by the President. The Vice-Presidents shall perform the duties of the President in their respective domains in the absence of the President. Their powers and rights are not independent from the President, and they are bound by the membership's directives as may be set forth from time to time, and at all times the Vice Presidents shall act in the best of interests of the Society.

Section 4. The Recording Secretary shall take the minutes of the proceedings of meetings of the members and enter them into the records of the Society. In case the office of the President becomes suddenly vacant, the Recording Secretary will query the Officers and the Advisory Board regarding the succession, as provided in Article VI. Section 2.

Section 5. The Membership Secretary shall keep an up-to-date membership list, send out dues letters early in the calendar year and reminders as needed, transmit the dues received to the Treasurer, and present a report to the membership at annual meetings.

Section 6. The Treasurer shall collect the membership dues, donations, and all moneys received for the account of the Society and deposit it in a bank designated by the President. The President is empowered to authorize the Treasurer to sign all checks and vouchers for the payments, which are necessary for the fulfillment of the Society's goals and, or, have been approved at the Annual Meeting. The President, together with an Officer of the Society, is also empowered to authorize the Treasurer to pay for exceptional expenses. The Treasurer shall also prepare an annual budget according to the guidelines established at the annual meeting, and present a report for the annual meeting.

Section 7. One (1) or two (2) Publications Editors may be appointed by the President in consultation with other Officers. Each Publications Editor shall be responsible for the various SAHS publications, including but not limited to the SAHS Review, the Annual Report and other books, handout and other related publications, whether in paper or electronic form. Each Editor shall be considered an Officer of the Society and shall work closely with the President. All books and other special publication projects must be approved at an Annual Meeting. The Editor(s) shall also present a report at annual Meetings. The Editor(s) shall at all times ensure that publications conform to applicable law, including any and all copyrights of authors and of the Society.

Section 8. Any Officer may be removed from his or her position for any misconduct or other actions of the Officer or member that is deemed inconsistent with the goals and functions of the Society. The Officer may be removed by the following means: a three-fourths (3/4) vote of the Advisory Board, or an unanimous vote of the Officers and a majority vote of the Advisory Board. Such removal proceedings may be initiated by

calling for a special meeting or, under exceptional circumstances, a binding ballot vote.

Article VII – Advisory Board

Section 1. The Advisory Board shall consist of fifteen (15) members of the Society, some of whom may reside in Europe. They shall be selected for (3) three-year terms by members present at the Annual Meeting in such a way that every year five (5) of the members of the Advisory Board come up for re-election.

Section 2. It shall be the duty of the members of the Advisory Board to assist the President and other Officers with advice and counsel. Members of the Advisory Board may also offer, or be asked, to carry out special tasks. Each member of the Advisory Board shall conduct its activities relating to the Society in such a manner that takes into account the interests of the Society and the Society's goals. If the President needs to reach a decision in an unusual situation before the Annual Meeting or other special meeting, certain actions may be taken with the approval of a two-thirds (2/3) majority of the Advisory Board. If the President is removed from his or her position, dies, resigns, or is disabled by illness or injury before completion of the term, the Vice-President residing in the United States becomes President with the consent of a majority of the Advisory Board for the remainder of the President's original term. In the event that any other Officer is removed from his or her position, dies, resigns, or is disabled by illness or injury before completion of the applicable term, the President, with majority approval of the Advisory Board, shall appoint a successor until the next annual meeting.

Section 3. Each year, two (2) auditors will also be elected from the membership. Their duties shall be to audit the books and records of the Society and to present a report of audit at the Annual Meeting.

Article VIII – Suspension and Termination of Membership

Section 1. After non-payment of dues despite a proper reminder, the Membership Secretary, with the approval of the President, may terminate a membership.

Section 2. Notwithstanding the provisions for removal of Officers, as provided herein, membership may be suspended or terminated by two-thirds (2/3) majority vote of members present at an Annual Meeting or an appropriately established special meeting. Such suspension or termination of membership may occur for any reason, which the majority of attending members deem to be detrimental to the best interests of the Society, so long as such suspension or removal does not violate applicable law.

Article IX – Amendments

This Constitution and By-Laws may be amended, altered or changed or entirely replaced at an Annual Meeting by a majority vote of the members present at such a meeting, or by a majority of the members present at a special meeting called for that purpose, provided that the notice for such special meeting shall specify the proposed amendments, alterations, changes or replacements.

Article X – Miscellaneous Provisions

Section 1. In the event that the Society becomes inactive for an extended period of time or is dissolved as an organization, the Society shall transfer its assets and records to the Embassy of Switzerland in Washington, D.C., which shall be asked to hold such assets and records in escrow for a period of no more than five years. In case the organization is not reactivated during that period of time, its assets and records shall be transferred by the Embassy, in consultation with former members of the SAHS, to a Swiss or Swiss-American institution with goals similar to those of the Society.

Section 2. The President and other delegated Officers shall ensure that all appropriate documents are filed with applicable authorities as may be required from time to time to maintain the Society's not-for-profit status, organizational good standing and other requirements of the District of Columbia.

5th Revision

October 7 2002

Approved by Membership present at Annual Meeting