

Danube Swabian Association of Philadelphia and Vicinity
1277 Southampton Road
Philadelphia, PA 19116

BY-LAWS (Amended as approved by the Board of Directors
March 16, 2026)

ARTICLE I – NAME

The name of the organization is the “Danube Swabian Association of Philadelphia and Vicinity,” hereinafter referred to as the “Association.”

ARTICLE II – PURPOSE

The purpose of the Association is to preserve and promote Danube Swabian culture through cultural, educational, athletic, civic, philanthropic, and social activities.

ARTICLE III – MEMBERSHIP

- 3.1 The highest organ of the Association is the general membership.
- 3.2 New Members
 - A. Any person who is at least 18 years old and of good character may apply for membership.
 - B. Each prospective new member shall submit an application for membership, accompanied by the specified membership dues, and be sponsored by a member of the Association.
 - C. The Board of Directors shall vote to approve or disapprove applications for membership at regular Board meetings. New members will be accepted if approved by 2/3 of the Directors in attendance at the meeting, provided a quorum of the Board of Directors is present. If the Board of Directors disapproves an application, the Association will return the dues to the applicant.
- 3.3 A member shall have voting rights after being a member for two (2) years.
- 3.4 A member may be elected as a Director or an Officer of the Board of Directors after being a member for an additional year, for a total of three (3) years of membership before election to the Board of Directors.

- 3.5 The waiting periods for voting rights and election may be waived by the Board of Directors if approved by 2/3 of the Directors in attendance when the issue is presented, provided a quorum of the Board of Directors is present.
- 3.6 Lifetime Members – Members who became Lifetime Members as defined in the original by-laws of the Association as amended, before December 31, 2025, have voting and other rights of membership but are not responsible to pay annual membership dues. Lifetime membership is not available for new members.
- 3.7 Honorary Members – The Board of Directors may bestow honorary membership on a member who has made outstanding contributions to the Association over a long period of time as determined by 2/3 of the Board. An honorary member shall have voting and other rights of membership but is not required to pay annual membership dues.

ARTICLE IV – RIGHTS AND DUTIES OF MEMBERS

- 4.1 Except as otherwise stated in these by-laws, all members are responsible to pay annual membership dues as established by the Board of Directors from time to time.
- 4.2 Members whose dues are up to date are considered to be in good standing.
- 4.3 Members in good standing shall be entitled to vote and shall be eligible to hold office as specified in Sections 3.3 and 3.4, respectively, or Section 3.5.
- 4.4 All members are entitled to present issues to the Board of Directors for consideration.
- 4.5 A member whose dues are in arrears for more than three (3) months shall be considered not in good standing. The member shall be requested, in writing by the Membership Secretary, to pay the outstanding dues. The member shall remain not in good standing while dues remain unpaid, and if dues are not paid within one year from being due, membership will be suspended.
- 4.6 Members may not flagrantly disregard good manners, intentionally slander other members, cause property or other damage to the Association, or retain funds or goods belonging to the Association.

ARTICLE V – BOARD OF DIRECTORS

- 5.1 The Board of Directors of the Association (the “Board”) represents and manages the affairs of the organization. The Board shall arrange for all meetings and events of the membership of the Association.
- 5.2 The Board shall consist of no fewer than 13 and no more than 25 Directors, including the Officers and Section Heads. Directors must be members of the Association as specified in Sections 3.4 or 3.5 who are in good standing.

- 5.3 In considering individuals for Board service, attention will be given to attracting the most qualified people, given interest in serving on the Board, service to the Association, and financial and other support of the Association.
- 5.4 The term of service for Board Directors, including Officers, is two years. Officers and Directors may serve more than one term.
- 5.5 Board Directors, including Officers, shall be elected at every second annual membership meeting.

ARTICLE VI – RIGHTS AND DUTIES OF THE BOARD OF DIRECTORS

- 6.1 The Board shall meet at least monthly or on such other schedule as determined by the President with the approval of a majority of the Board, for the transaction of the current business of the Association conducted according to the usual parliamentary rules. If considered necessary, the President or the Secretary may call a special meeting of the Board at which ten (10) Directors shall constitute a quorum.
- 6.2 The Board shall appoint a Director who is responsible for inventory and a Director who is responsible for media and publicity. The Board may also appoint such other committee chairs as it determines are necessary or useful to conduct the business of the Association.
- 6.3 The Board shall periodically review and, if necessary, revise the amount of membership dues and other fees.
- 6.4 The Board shall annually establish the amount of an expenditure that requires Board approval.
- 6.5 The Board shall have the right to order payment of all regular expenditures and bills. In unforeseen and urgent cases, the Board shall act in its discretion.
- 6.6 The Board shall have the right to determine its own routine for the transaction of business.
- 6.7 Board Directors shall make themselves available to serve in sections and on ad hoc committees.
- 6.8 The Board may authorize compensation for staff supporting the operation of the Association.
- 6.9 Should a vacancy occur on the Board, the President shall be entitled, subject to the approval of a majority of the Board, to appoint a member of the Association to fill the vacancy until the next general membership meeting or the next election, as decided by the President with the approval of a majority of the Board.

ARTICLE VII – OFFICERS AND EXECUTIVE COMMITTEE

- 7.1 Officers of the Board of Directors shall include:
- A. President
 - B. Vice President(s) (no more than two)
 - C. Treasurer
 - D. Assistant Treasurer (at the option of the Board as determined before each election)
 - E. Recording and Corresponding Secretary
 - F. Assistant Recording and Corresponding Secretary (at the option of the Board as determined before each election)
 - G. Membership Secretary
- 7.2 The Executive Committee shall be comprised of the Officers. The President may also appoint no more than three Directors to the Executive Committee as members-at-large.

ARTICLE VIII – DUTIES OF OFFICERS

- 8.1 President
- A. Only a Director of the Board may be elected President.
 - B. The President shall:
 - 1. Preside at all Board meetings.
 - 2. Maintain order and carry out the resolutions of these by-laws.
 - 3. Decide upon all questions of order and, should there be a tie at the time of voting, cast the decisive vote.
 - 4. Authorize forming an ad hoc committee to review the books and reports of the Association.
 - 5. Transact all business pertaining to the office.
 - 6. Be an ex-officio member of all committees.
 - 7. Have the right to appoint a member of the Association to serve on the Board if a vacancy occurs, with the approval of a majority of the Board.
- 8.2 Vice-President(s) – The Vice-president(s) shall assist the President in the discharge of the duties of the office and shall take the place of the President when needed.
- 8.3 Treasurer – The Treasurer shall:
- A. Accept all monies taken in and render receipt for the same.
 - B. Pay all current expenses, but only after Board approval for amounts established by the Board at the start of each calendar year.

- C. Maintain the financial books and records of the Association.
 - D. Submit a report on the monthly financial operations and transactions of the Association at the monthly Board meeting.
 - E. Submit an annual financial statement to the Board and the membership at the general membership meeting.
 - F. Upon demand, produce books at any time to the Board for examination.
 - G. Discharge all other duties pertaining to the office at the direction of the Board.
- 8.4 Assistant Treasurer – The Assistant Treasurer shall assist the Treasurer in the discharge of the duties of the office and take the place of the Treasurer when needed.
- 8.5 Recording and Corresponding Secretary – The Recording and Corresponding Secretary shall:
- A. Conduct all correspondence of the Association.
 - B. Keep the seal of the Association.
 - C. Keep exact minutes of the transactions of each meeting of the Board and of the membership.
 - D. Discharge all other duties pertaining to the office.
- 8.6 Assistant Recording and Corresponding Secretary – The Assistant Secretary shall assist the Secretary in the discharge of the duties of the office and take the place of the Secretary when needed.
- 8.7 Membership Secretary – The Membership Secretary shall:
- A. Maintain a list of all members of the Association.
 - B. Send annual renewal letters to members of the Association.
 - C. Furnish the Nominations and Election Committee with a complete list of all members who are eligible to vote in the biennial election of Board Officers and Directors.
 - D. Discharge all other duties pertaining to the office.

ARTICLE IX – GENERAL MEMBERSHIP MEETINGS

- 9.1 General membership meetings shall be conducted according to usual parliamentary rules.
- 9.2 The Board shall hold a minimum of one general membership meeting every year before March 1 or on such other date as determined by the Board by majority vote.
- 9.3 The election of Officers and Directors of the Board shall be held every two (2) years at the general membership meeting.

ARTICLE X – SECTIONS AND COMMITTEES

- 10.1 The Association shall organize at least the following sections: Cultural, Children and Youth, Sports.

- 10.2 Section heads shall be elected by the members of the Section or appointed by the Executive Committee, subject to the approval of the Board by majority vote.
- 10.3 The Executive Committee may form and dissolve such other sections and ad hoc committees as necessary or useful to serve the aims and purposes of the Association, subject to the approval of the Board by majority vote.
- 10.4 All sections and committees shall present an accurate report of their activities to the Board at each monthly Board meeting.
- 10.5 All sections and committees shall submit any proposed governing documents as well as their proposed program of activity to the Board for approval.

ARTICLE XI – NOMINATIONS AND ELECTIONS

- 11.1 Nominations of Officers and Board members shall be made at a Board meeting no later than two months before the general membership meeting and remain open until the election at the general membership meeting.
- 11.2 An ad hoc Nominations and Election Committee consisting of a Vice-President and two (2) other Board members shall be formed to accept nominations until the general membership meeting, supply ballots, and supervise the election.
- 11.3 All Officers and Board members shall be elected biennially for a term of two (2) years.
- 11.4 The Membership Secretary shall furnish the Nominations and Election Committee with a complete list of members of the Association who are eligible to vote. Only members who have voting rights as specified in Section 3.3 or 3.5 and are in good standing shall be permitted to vote, and no member whose dues are in arrears shall receive a ballot.
- 11.5 The Nominations and Election Committee shall count the votes immediately following the election and, by the same evening, present a report regarding the outcome of the election.
- 11.6 Before the election takes place, the existing Officers and Board members shall surrender their positions.
- 11.7 Following the election, the newly elected Officers and Board members shall assume their duties, becoming fully responsible on the date on which they are elected.

ARTICLE XII – COMPLAINTS

- 12.1 If the Board receives a complaint in writing that a member has engaged in the conduct specified in section 4.6, the complaint shall be investigated by an ad hoc Review Committee appointed by the President. If the complaint is justified, the Committee shall have the right to suspend the member until the next Board meeting, where the Board will make a final decision on the status of the member.
- 12.2 Expulsion of a member requires approval of 3/4 of the Directors in attendance, provided a quorum of the Board is present.

ARTICLE XIII – PROPERTY

- 13.1 The Association may own real estate but only to further the aims and purposes of the Association as stated in the Articles of Incorporation and these by-laws.
- 13.2 The Board may sell or buy real estate only with approval of a majority of the membership at the annual general membership meeting or a special general membership meeting convened for that purpose at any time.

ARTICLE XIV – AMENDMENT

- 14.1 These by-laws may be amended only by vote at a general membership meeting, which may be the annual general membership meeting or a special general membership meeting convened for that purpose at any time.
- 14.2 Written notice of the intention to amend these by-laws and the proposed amendments shall be distributed to the members of the Association at least forty-five (45) days before a vote.
- 14.3 A change to these by-laws requires 2/3 of the votes of all members present at the annual or a special general membership meeting.

ARTICLE XV – DISSOLUTION

- 15.1 The Association shall not be dissolved as long as twelve (12) members who have voting rights as specified in Section 3.3 or 3.5 are in favor of its continuation upon motion for dissolution presented to the membership at the annual general membership meeting or a special general membership meeting convened for that purpose at any time.
- 15.2 Should the Association be dissolved, all property shall be sold, and existing debts be paid. Any remaining assets of the Association shall be donated to a non-profit organization consistent with the aims and purposes of the Association as stated in the Articles of Incorporation and these by-laws.