

**GERMAN VILLAGE SOCIETY, INC.
CONSTITUTION AS AMENDED
EFFECTIVE NOVEMBER 10, 2019**

PREAMBLE

A dream long dormant in the hearts of several of its founders culminated in the organization of the German Village Society, whose members have dedicated themselves to the preservation and restoration of the property in German Village and to the retention of its charm and unique old-world atmosphere.

Caretakers of a Legacy

The German Village Society is dedicated to retaining the character and distinction of the past, while creating a thriving and contemporary community in German Village.

**CONSTITUTION
ARTICLE I - NAME**

Section I

This organization, incorporated under the laws of the State of Ohio as a non-profit corporation, shall be known as "The German Village Society, Inc."

ARTICLE II - OBJECTS

Section I

The objects of the German Village Society, Inc. shall be to unite those interested in the preservation, restoration and improvement of an area in the near south side of the City of Columbus, Ohio designated as German Village; and

- a) For the purpose of perpetuating pride and understanding of the heritage of the Columbus German Village, a nationally recognized historic restoration area;
- b) For the purpose of fostering historic restoration within German Village and, by illustration and example, other similar architecturally significant areas in Columbus and elsewhere;
- c) To foster civic involvement in public projects of benefit to German Village and the Columbus community;
- d) To support other public and charitable groups for the betterment of the citizens of German Village and Columbus;
- e) To adopt rules and regulations to facilitate the transaction of their business and create public respect; and
- f) To promote high standards of conduct among its members in their dealings with one another and with the public.

In furtherance of the above purposes, the Society shall be governed by the following rules:

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society 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 above. No loans shall be made by the Society to its trustees or officers. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or against any candidate for public office. Notwithstanding any other provision of these Articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Society hereby expresses the continuing intent to qualify as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERSHIP

Section 1

The Board shall have full power over the classifications of the membership in the Society including the right to change the present classifications and to establish such new classifications as they deem best. The Board also shall have the power to establish and change the terms and conditions of any classifications, including the dues structure.

Section 2

Every person applying for membership and every member shall be of good character and of good standing in the community. Unless information is submitted to the contrary, every application shall be approved by the Board of Trustees.

Section 3

Membership in the Society is to be maintained by regular renewal of membership as prescribed by the Board.

ARTICLE IV - BOARD OF TRUSTEES

Section 1

The Board of Trustees shall consist of fifteen (15) voting members and one (1) non-voting member. Among the fifteen (15) voting members, five (5) shall be elected each year by the members of the Society for a term of three (3) years each in the manner provided in the By-Laws. The remaining non-voting member shall be appointed by

the President and approved by the Board of Trustees; this appointed member shall have been an active member of the Society with a history of participation on committees and volunteer work for at least five (5) years immediately prior to his or her appointment.

Section 2

The Board shall determine the policies and activities of the Society, approve applications for membership, elect the various officers of the Society, approve all disbursements, counsel with the various committees and, in general, shall have entire charge and management of the affairs of the Society, and perform such other duties as are prescribed in the By-Laws.

Section 3

Each member of the Board shall be a member of the Society in good standing at the time of nomination and election.

Section 4

Any vacancy on the Board of Trustees shall be filled by a majority of the Board selecting a person to serve as a member of the Board for the unexpired term.

Section 5

Any member of the Board of Trustees may be removed at any time by (a) a two-thirds (2/3) vote of the Board of Trustees, or (b) a two-thirds (2/3) vote of the membership at a membership meeting. Such vacancy shall be filled as outlined in Article IV, Section 4.

Section 6

No member of the Board of the Society shall be paid or receive any salary, wages, or compensation for services rendered to the Society; nor shall any pecuniary or financial gain accrue to any person by reason of holding the office of a member of the Board of Trustees.

Section 7

No Trustee shall hold office for more than two consecutive terms. No Trustee who has held office for two consecutive terms may serve again until out of office for one full term. For the purposes of this section, any person who serves one half or more of a term shall be considered to have served one term.

ARTICLE V - OFFICERS

Section 1

The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Trustees may also elect an assistant to the Secretary, who shall not be an officer.

Section 2

Each officer shall be a member of the Society in good standing at the time of nomination and election.

Section 3

The officers shall have the powers and perform the duties for their offices as described in the By-Laws.

Section 4

The Board of Trustees may remove any officer at any time by a three-fourths (3/4) vote of the entire Board of Trustees.

Section 5

In the event of a vacancy in the office of the President, the Vice-President shall succeed to the office for the unexpired term. A vacancy, however, created in the office of Vice-President, Secretary, or Treasurer shall be filled for the unexpired term by a majority of the remaining members of the Board of Trustees.

Section 6

No officer of the Society shall be paid or receive any salary, wages or compensation for services rendered to the Society; nor shall an pecuniary or financial gain accrue to any person by reason of holding any office in the Society.

Section 7

Any officer or employee, if required by the Board of Trustees, shall give bond for the faithful performance of the duties in such sum and with such surety as the Board of Trustees may require. The Society will pay the expense of such bond.

Section 8

All officers shall be elected in October of each year by the Board of Trustees in the manner provided in the By-Laws and shall serve for a term one (1) year.

ARTICLE VI - MEETINGS AND QUORUMS**Section 1**

There shall be regular and special meetings for the membership of the Society as designated in the By-Laws. There shall be an annual meeting of the members of the Society during each calendar year as scheduled by the Board of Trustees. Notice of each membership meeting and the annual meeting shall be given to the membership at least fifteen (15) days before the meeting.

Section 2

Twenty percent (20%) of all voting members shall constitute a quorum for the transaction of business at any meeting of the Society, except for the annual meeting when those present shall

constitute a quorum. For the purpose of establishing a quorum, those members represented by a valid proxy ballot shall be included in the quorum count as if present.

Section 3

There shall be regular and special meetings for the Board of Trustees as designated in the By-Laws.

Section 4

A majority of the members of the Board shall constitute a quorum for the transaction of business of the Board.

ARTICLE VII - AMENDMENTS

Section 1

This Constitution may be amended by a two-thirds (2/3) vote of the voting members present and voting or represented by a valid proxy ballot at any regular or special meeting duly called and held, a quorum being present, for the purpose of amending the Constitution.

Section 2

For purposes of amendments to this constitution, proxies may be solicited. Each proxy received shall be counted as if the member signing the proxy ballot were present at the meeting and shall be voted as directed by the member signing the proxy ballot.

ARTICLE VIII - DISSOLUTION OF THE SOCIETY

Section 1

The Society shall under no circumstances have the power to dissolve as long as the membership consists of ten (10) or more members. Should, however, the membership of the Society fall below that number of ten (10) members, a majority of these ten (10) members may petition the Probate Court of Franklin County to dispose of all assets of the Society to an organization described in Section 502(c)(3) of the internal Revenue Code of 1986 (or the comparable provision of any later internal revenue law) selected by a majority vote of the remaining members and approved by the Probate Court.

ARTICLE IX - THE SOCIETY AND THE BOARD

Section 1

Whenever the word "Society" is used in this Constitution or in the By-Laws, it shall mean "The German Village Society, Inc."

Section 2

Whenever the word "Board" is used in this Constitution or in the By-Laws, it shall mean "Board of Trustees."

ARTICLE X - ORGANIC REGULATIONS

Section 1

The Society shall not be a means of furthering any religious or political purpose.

Section 2

No one shall use the name or insignia of the Society to sponsor the sale of goods, merchandise, subscriptions, or services, unless specifically approved by the Board of Trustees.

Section 3

The seal of the Corporation shall be in such form as the Board of Trustees may designate and approve.

Section 4

The Society emblem shall be the Imperial German Eagle surmounting a scroll containing the name of the Society and may appear on membership cards and stationery of the Society.

Section 5

The motto of the Society is the motto of the German poet, Goethe, "Ohne Hast aber ohne Rast," (without haste, but without rest).

Section 6

The official colors of the Society shall be red, white, and black.

Section 7

"German Village" is that area as defined by Columbus City Code section 3325.04 as it is enacted as of June 26, 1988.