



American-Austrian Cultural Society

Washington, DC

BYLAWS of the American-Austrian Cultural Society

ARTICLE I - NAME AND OFFICES

Section 1. Name. This corporation shall be known as and designated THE AMERICAN - AUSTRIAN CULTURAL SOCIETY (the “Corporation”).

Section 2. Office. The registered office of the Corporation shall be located in the Commonwealth of Virginia. The Corporation may also have offices at such other places within the Commonwealth of Virginia, State of Maryland, or the District of Columbia as the Board of Directors may from time to time appoint or the business of the Corporation may require.

ARTICLE II - OBJECTIVES

The Corporation is organized and operated exclusively for the purposes set forth in its Certificate of Incorporation which states as its objectives:

- (1) to form an association of persons living in the United States who are interested in promoting cultural, educational and scientific relationships between the citizens and residents of the United States and the citizens and residents of Austria;
- (2) to foster a wide knowledge and appreciation of the Arts of the two countries;
- (3) to advance the cultural, scientific and educational interests of the two countries;
- (4) to explain the diversities and similarities in the way of life of each of the two peoples to each other; and

(5) for the purpose of carrying out the foregoing objectives of the corporation, to do all things necessary and proper to further said objectives, including, without limitation,

- (a) to increase cooperation between the United States and Austria in the fields of culture, science and education;
- (b) to sponsor lectures, discussions, and music performances;
- (c) to provide services for the dissemination of the literature of Austria;
- (d) to encourage performances in each country of the drama, music, and film of the other; and
- (e) to distribute, both in Austria and the United States, information bearing on the Society's fields of interest.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Board of Directors. The business of this Corporation shall be under the general direction of its Board of Directors. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Qualification of Directors. Each director shall be at least eighteen years of age and a member in good standing of the Society.

Section 3. Number of Directors. The Board of Directors shall be composed of not less than three or more than ten members. The President of the Society shall be an ex officio member of the Board. The Board of Directors may, from time to time, change the number of members of the Board by amendment of these bylaws as provided in Article VII.

Section 4. Election and Term of Directors. At the first annual meeting of the members of the corporation three directors shall be elected to serve for a term of one year and three for a term of two years. Thereafter at each annual meeting three Directors shall be elected to replace those with expiring terms. Directors shall not be eligible to serve more than two consecutive terms of two years.

Section 5. Vacancies. Vacancies occurring on the Board of Directors for any reason shall be filled by a vote of a majority of the remaining directors then in office regardless of their number. A director elected to fill a vacancy shall hold office for the balance of the term of the director whose office became vacant and until his or her successor is elected.

Section 6. Removal of Directors. Any director may be removed with or without cause by a vote of the directors when there is a quorum of not less than a majority of the Board present at the meeting of directors at which such action is taken.

Section 7. Resignation of Directors. Any director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of that director.

Section 8. Quorum of Directors. Except as otherwise provided by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business and the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 9. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held once a year upon not less than ten nor more than forty days' written notice of the time

and place of the meeting. The meeting shall be held at such time and place as shall be specified in the notice of meeting. The Board may provide for additional regular meetings of the Board.

Section 10. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the President. Special meetings of the Board shall be held upon not less than two days' notice given personally, by email, by telephone, or upon not less than seven days' notice given by depositing notice in the United States mail. This notice shall specify the time and place of the meeting.

Section 11. Notice of Meeting of Directors and Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice before the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to that director of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of the notice of the meeting.

Section 12. Telephone/Virtual Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by conference telephone or similar virtual communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 13. Compensation of Directors. Directors, as such, shall not receive any salary for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and of any committee of the Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and

receiving compensation therefore. Such compensation shall be documented, reasonable and commensurate with services performed.

ARTICLE IV - OFFICERS

Section 1. Number. The officers of this Corporation shall be a President/Chief Executive Officer, a First Vice President, a Second Vice President, a Secretary, and a Treasurer and such other officers or agents as may be designated by the Board. The Board may also establish, for a specified or indefinite period, the office of a Managing Director and appoint a voting member to that office. Any two or more offices may be held by the same person, except the office of President.

Section 2. Election and Term of Office. All candidates for office shall be designated by the Board, subject to the right of the members to submit names for the inclusion on the list of candidates. Officers shall be elected by a majority vote of those members present in person or by proxy at an annual meeting held for that purpose at a date to be determined by the Board of Directors. The officers shall be elected for two-year terms and shall not be eligible to serve in the same position for more than two consecutive terms of two years.

Section 3. Resignation, Removal or Vacancies. Procedures set forth in these by-laws with regard to resignation, removal or vacancies in the Board of Directors shall also be applicable to any officer.

Section 4. Duties of Officers and Remuneration. Except as otherwise provided in these bylaws, the duties of the officers shall be such as usually attach to such offices and, in addition thereto, such other duties as may be designated from time to time by the Board of Directors. The officers shall not be entitled to any remuneration for their services.

Section 5. President and Chief Executive Officer. The President shall be a member of the Board of Directors by virtue of his/her office. The President shall manage the business affairs of the Corporation. The President shall have power to sign checks, drafts, notes and orders for the payment of money, and to manage the actions of agents and employees of the Corporation. A written concurrence of the President or Treasurer will be required on all checks payable in excess of an amount specified by the Board of Directors.

Section 6. Managing Director. When this office is established by the Board of Directors, the Managing Director shall coordinate the functions of the other officers and the Committee Chairs and conduct the daily business of the Society under the direction of the Board of Directors. He/she shall attend all meetings of the Executive Committee and the Board of Directors.

Section 7. Secretary. The Secretary shall attend all meetings of the officers of the Corporation and the Board of Directors and keep the minutes of all the proceedings of such meetings and also, unless otherwise directed, the minutes of all meetings of committees in **records designated** for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Committee and the Board of Directors and all other notices required by law or by these bylaws. In case of the Secretary's absence, any such notice may be given by any person so directed by the President upon whose request the meeting is called. The Secretary shall have charge of the corporate books and records.

Section 8. Treasurer. The Treasurer shall have charge of all moneys of the Corporation and deposit the same in the name of the Corporation in a depository selected by the Board of Directors. The Treasurer shall disburse said funds as ordered or authorized by the President. The Treasurer shall keep accurate accounts of his or her receipts and disbursements, submit his

or her books and records to the President and to the Board of Directors when requested and give an itemized statement of his or her accounts at each meeting of the Board. The Treasurer shall sign all checks on behalf of the Corporation upon any and all its bank accounts. The Treasurer shall file and preserve all vouchers. The Treasurer shall, if required by the Board of Directors, execute and file with the Board of Directors a bond conditioned upon the faithful performance of his or her duties, as Treasurer, in an amount fixed by the Board of Directors. The Treasurer will also file all required annual or biannual reports of the Corporation with the Government of the Commonwealth of Virginia and/or the I.R.S.

ARTICLE V - MEMBERSHIP

The Corporation shall have members who subscribe to the objectives of the Corporation and who make such annual financial contributions to the Corporation for the furtherance of its activities as shall be determined by the Board of Directors. Each member shall have the right to cast one vote for each seat on the Board of Directors and for each of the officers of the Society. Only members in good standing shall have the right to vote.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee. The Board of Directors by resolution adopted by a majority of the entire Board may designate an Executive Committee, consisting of the five officers described in Article IV, and which shall include such number of directors, but not less than three, as the Board may specify, which shall have and exercise power and authority of the Board of Directors in the supervision and direction of the Corporation between meetings of the Board of Directors, subject only to such restrictions or limitations, if any, as are specified by

resolution of the Board. The President of the Society shall serve as Chairman of the Executive Committee.

Section 2. Advisory Council. The Board of Directors shall establish an Advisory Council to be composed of such distinguished members of the community in various fields of expertise and knowledge as shall be appointed by a majority of the entire Board of Directors to serve at the pleasure of the Board. The Advisory Council shall render advice and suggestions to the Board to assist it in promoting and achieving the goals of the Corporation.

Section 3. Other Committees. Other committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and appointed, or terminated, by the President, or the Board of Directors, provided that the Board of Directors may, in any instance, reserve to itself the sole authority to designate, appoint, or terminate a committee. Each committee will consist of members in good standing.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors from time to time.

Section 2. Indemnification of Directors and Officers. If a director or officer of the Corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the Corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

- (1) Advance to such director or officer all sums found by the Board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and
- (2) Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this Section.

Section 3. Amendment and Repeal. These Bylaws shall be amended or repealed only by a two-thirds majority of the members meeting for the annual meeting or in a special session called for that purpose.

Section 4. Parliamentary Authority. The rules contained in the latest edition of *Robert's Rules of Order: Simplified and Applied (Webster's New World)* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

Section 5. Prohibited Activities.

- (1) No part of the funds collected by the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable Compensation for personal services actually rendered and to make expenditures (including grants and gifts) in furtherance of its purposes or objectives.
- (2) The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements)

(3) Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 6. Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall sign a statement upon assumption of office which affirms that such person:

- (1) has received a copy of the Corporations Conflict of Interest Policy,
- (2) has read and understands the policy,
- (3) has agreed to comply with the policy, and
- (4) understands the corporation is a charitable and educational organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Dissolution. The Society shall be dissolved only on the recommendation of the Board of Directors ratified by the members in a special meeting of the members called for that purpose or pursuant to an action in law to dissolve it for reasons of insolvency. The assets of the Corporation shall in such case be contributed to other charitable causes as decided by the Board of Directors.

Above bylaws as adopted on January 30, 2008, amended on May 13, 2008, and further amended on May 20, 2023, by the members of the American - Austrian Cultural Society.