

Bylaws of the American Friends of the Herzog August Bibliothek, Wolfenbüttel, Inc.

Original: May 1997 – Revised: December 2018

ARTICLE I: ORGANIZATION AND LOCATION

The name of this not-for-profit organization shall be the American Friends of the Herzog August Bibliothek, Wolfenbüttel, Inc. The organization may at its pleasure, by a vote of the majority of the membership, change its name.

As required of not-for-profit organizations registered in the State of Missouri, the American Friends of the Herzog August Bibliothek, Wolfenbüttel, Inc. shall either maintain an address in the State of Missouri or enlist the services of a registered agent to perform this function.

ARTICLE II: PURPOSE

- A. To promote and support American research in European culture since the Middle Ages by supporting the programs of the Herzog August Bibliothek in Wolfenbüttel, Germany;
- B. To promote and support efforts to facilitate the works of the American scholars and students studying at the Herzog August Bibliothek;
- C. To stimulate historical research in the humanities concerning European culture since the Middle Ages at the Herzog August Bibliothek;
- D. To receive and administer donations, bequests or other contributions of money or property for the support of the research conducted by American scholars working at the Herzog August Bibliothek; and
- E. To use research to support college and university teaching and to support the writing of textbooks, monographs, and related scholarly publications for higher education instruction.

ARTICLE III: MEMBERSHIP

- A. **Membership:** Membership in this organization shall be open to all who wish to fulfill the aforementioned purposes; academic teachers and university students, academic and scientific institutions, commercial and scholarly organizations and foundations as well as private persons are eligible for membership. Members who have paid their annual dues shall be deemed members in good standing.
- B. **Dues:** Annual dues are established in the amount of \$50 a year for members and \$25 per year for members who are graduate students.

- C. **Membership Report:** Twice a year the Board President, with the assistance of the Secretary and Treasurer, will prepare a report that summarizes the grant making activities of the Board as well as other board actions that have occurred in the past six months. This report shall be delivered either by regular mail or electronically to all members in good standing.
- D. **Voting:** Ratification of the slate of the Board of Directors and any other action that requires the vote of the membership shall be sent electronically to all members in good standing and may be included in the semi-annual report to the membership. Ratification will occur within two weeks of the sending of such notices, unless more than 25% of members in good standing express their opposition to the slate or proposed board action.

ARTICLE IV: BOARD OF DIRECTORS

- A. **Number and Term:** The business of this organization shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than twelve (12) members, including the officers of this organization. Board members shall serve a term of four (4) years and may serve an unlimited number of terms. It shall be deemed that all members begin their next four-year term upon ratification of the By-Laws.
- B. **Election:** General members in good standing as well as members of the Board of Directors may nominate board members when a vacancy occurs. A vacancy shall be noted in the fall semi-annual report to the membership and nominations will be taken for thirty (30) days by the Board Secretary/Treasurer. The Board of Directors will propose a slate, which will be reported in the spring semi-annual report to the membership, and the slate shall be ratified in accordance with the provisions of Article III.D. of these By-Laws.
- C. **Voting:** A quorum of the Board of Directors for voting purposes shall consist of fifty (50) percent plus one member of the Board of Directors. Each Director shall have one vote, and such voting may be done electronically, via telephone, or by proxy to another Board member (if provided in writing and notice is given to the President).
- D. **Meetings:** Meetings may be held in person, by phone, or through digital or electronic means. Meetings are called by the President as needed.
- E. **Grants:** The Board of Directors shall review all requests for grants in accordance with Article VI of these By-Laws.

- F. **Resignation:** Board members may resign at any time with notice to the President or Secretary/Treasurer. Board members will be replaced annually, not at the time of their resignation.
- G. **Officers:** The Board will select officers from its members; the officers shall have duties as delineated in Article V.E.

ARTICLE V: OFFICERS

- A. **President:** The President shall preside at all Board meetings. He/she shall send a report twice a year to the membership that summarizes the work of the organization. He/she shall see to it that all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organizations. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. He/she receives all grant proposals/applications, reviews them with the Board, notifies the recipient, and is responsible for all recordkeeping associated with such grants. He/she shall maintain the membership list and contact information for all members of the organization.
- B. **Vice President:** The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president. He/She will remain in that capacity until the next regularly scheduled election.
- C. **Secretary/ Treasurer:** The Secretary/ Treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization. The funds of the organization will be deposited into a checking account, simple savings account, or other low-risk investment services. He/She shall be one of the officers who shall sign checks or drafts for the organization. He/She shall render a written account of the finances of the organization and prepare a financial report to be included in the semi-annual report to membership. The Secretary/Treasurer is responsible for the annual registration with the State of Missouri and the annual submission of the appropriate IRS form. He/She shall be responsible for distribution of all grants awarded by the organization. The Secretary/Treasurer shall keep minutes and records of the organization. He/She shall assist the President in preparing a semi-annual report to the membership that summarizes the work of the organization. He/She shall serve as the chair of the nominating committee, receive nomination for Board members from the general membership, and put forward a slate of board members in any year in which a vacancy occurs.

ARTICLE VI: GRANT MAKING

The primary means of fulfilling the purpose of the organization is through the distribution of grants to U.S.-based students, academics, and other U.S.-based eligible entities for the purposes of assisting financially those persons using the literary and cultural resources of the Herzog August Bibliothek, Wolfenbüttel, with said funds to be used primarily to reimburse expenses of U.S. citizens or U.S. lawful permanent residents in support of said studies.

Requests for grants and applications for travel grants will be received by the President on a rolling basis and shall be reviewed and ratified by the Board of Directors.

The President will inform grantees of their award and will facilitate all necessary paperwork, summaries, and grant evaluations. The Secretary/Treasurer will disperse all grants.

The list of grants awarded will be included in the semi-annual report to the membership.

ARTICLE VII: AMENDMENTS

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than two thirds of the members of the Board of Directors. The full membership shall be notified of changes to the By-Laws in the Annual Report.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Date of Adoption and Approval:

Signature:

Jan 09, 2019

John Williams
President