

AMENDED AND RESTATED BYLAWS
OF THE
FRIENDS OF THE GERMAN SCHOOL CHARITABLE TRUST

[.] [.] , 2022

WHEREAS, the FRIENDS OF THE GERMAN SCHOOL CHARITABLE TRUST (“the FG SCT”) is a Maryland trust, established by a Declaration of Trust dated June 3, 1969 (the “Declaration of Trust”) by trustees Barbara von Gontard, Erich Kleinschmidt, and Peter Heidenberger (“Trustees”);

WHEREAS, the FG SCT is authorized to receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held administered and disposed of in accordance with the Declaration of Trust requiring that no gift, bequest, or devise, of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or persons other than the Deutsche Schulverein, Washington, D.C. or shall jeopardize the Federal income tax exemption of the FG SCT;

WHEREAS, the Deutscher Schulverein in Washington, D.C., (a/k/a “The German School Society”) was recognized as tax exempt by the IRS on October 28, 1965 and that this status was confirmed by the IRS on August 2, 1973 under the Tax identification number: 54-0740278;

WHEREAS, the FG SCT was recognized by the IRS as exempt from Federal income tax as an organization described in Section 503(c)(3) of the Internal Revenue Code on August 28, 1969;

WHEREAS, the FG SCT was classified by the IRS as a private foundation under Section 509(a) of the Internal Revenue Code on November 26, 1971 and this tax-exempt status as a private foundation was confirmed by the IRS on February 21, 1993;

WHEREAS, the FG SCT notified the IRS of its intent to terminate its private foundation status and continue to operate as an organization described in Section 503(c)(a)(3) of the Internal Revenue Code effective June 1, 1994 and whereas the IRS acknowledged such an intent in a letter dated March 23, 1995 in which it also indicated the FG SCT to have the Tax Identification Number: 23-7035085;

WHEREAS, the IRS confirmed that the FG SCT terminated its status as a private foundation and that it is an a public charity organization having the Tax Identification Number: 23-70450885 operating under Section 509(a)(1) and 170(b)(A)(vi) of the Internal Revenue Code in a letter dated June 13, 2000;

WHEREAS, the law firm of Covington & Burling sent a letter to the IRS dated June 1, 2001 in which it clarified that the FG SCT is a supporting organization under Section 509(a)(3) “Supporting Organization” and not 509(a)(1) of the Internal Revenue Code;

WHEREAS, the law firm of Morgan Lewis & Bockius (“MLB”), remarked on May 22, 2020 that the FG SCT self-reported on Form 990 Schedule A Part I Line 12, for tax years June 1, 2017 to May 31, 2018, as a Type I supporting organization (“A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization.”) while the IRS Master File shows the FG SCT to be a Type II supporting organization (“A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization.”);

WHEREAS, MLB opined that because the FG SCT receives substantial support from the public, the FG SCT can make a change on the Form 990: Classification of Organization in Schedule A, Part I – from 12a (Type I supporting organization) to 7 (Publicly Supported Charity);

WHEREAS, the FG SCT reaffirms its status as a Publicly Supported Charity as it operates like a public charity;

WHEREAS, the Declaration of Trust authorizes the FG SCT to form and organize a non-profit entity limited to the uses and proposes provided for in the Declaration of Trust and that the charter, bylaws, and other provisions for the organization and management of such entity shall be as the Trustees determine, consistent with the provisions of the Declaration of Trust;

WHEREAS, the Trustees established Bylaws for the FG SCT in 1969;

WHEREAS, the FG SCT updated its Bylaws in December 1992;

WHEREAS, the FG SCT most recently updated its Bylaws on October 2, 2012 (the “2012 Bylaws”) providing that Bylaws may be amended by an affirmative vote of two thirds of the members present at a meeting provided that at least two (2) weeks’ notice of the proposed changes has been mailed to each member;

WHEREAS, the FG SCT adopted a certain rules of procedure on October 22, 2017 (“2017 Geschäftsordnung”);

NOW, THEREFORE, BE IT RESOLVED to amend, restate and replaces the 2012 Bylaws with the Bylaws set forth herein below:

ARTICLE I OFFICE

Section 1. Principal Office. The principal office of the FG SCT shall be 8617 Chateau Dr, Potomac, Maryland 20854, USA.

Section 2. Federal Tax Identification Number. The FG SCT exists under the Federal Tax Identification Number: 23-7035085.

Section 3. Name: The FG SCT shall also be known informally and referred to herein interchangeably as the “Friends of the German International School, Washington, D.C.” or the “Friends.”

ARTICLE II PURPOSES

The Friends is a non-profit educational organization supporting German language and the cultures of traditionally German-speaking lands, including operating for the benefit of the Deutsche Schulverein in Washington, D.C., (a/k/a The German School Society) which was recognized as a tax-exempt entity by the IRS on October 28, 1965 (confirmed by the IRS on August 2, 1973) and operates the German International School, Washington, D.C. (“GISW”) under Tax Identification Number: 54-0740278.

ARTICLE III MEMBERSHIP

Section 1. Classes and Qualifications. The Board of Directors shall determine the qualifications, dues, terms and other conditions of each class of member. There shall be the following classes of members:

- a. Individual: Individual membership shall be one per Household wherein the Household supports the Purposes of the FG SCT and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time. For purposes of these Bylaws, “Household” shall mean one or more individuals who comprise a family unit and who live together under the same roof encompassing domestic help.
- b. Corporate (or “Associate”): Corporate members shall consist of any corporation that meets any additional requirements for corporate membership as may be imposed by the Board of Directors from time to time.

c. Honorary Members: The Board of Directors may designate individuals who do not qualify under the foregoing categories as honorary members, using such criteria as the Board may develop.

Section 2. Voting Rights. Only individual and honorary members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 3 below, as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings but may not vote. Being in good standing requires being in compliance with the membership duties and obligations set forth in this document including being up to date with membership dues.

Section 3. Membership Meetings.

a. There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors, approval of the annual budget proposed by the Board, approval of any amendments to the bylaws that may be proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors.

b. Special meetings of the members may be called by the Chair of the Board or upon the request of 51% of the voting members. Members shall receive not less than 21 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting.

Section 4. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of ten (10) total voting members present either in person or by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. Removal. Any member may be removed from membership by a two-thirds vote of the Board of Directors only for cause, which is defined as having in the sole judgement of the Board of Directors: i) Failed to pay dues; 2) Undertaken actions or omissions which have materially damaged the reputation of the GISW, the Friends or their respective officers, directors, employees, consultants; or iii) Otherwise failed to comply with the GISW's applicable codes of conduct as amended from time to time. Any member subject to potential removal under this Article III, Section 5, has the right to a hearing at least five (5) days before the Board makes a decision as to such removal.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the FG SCT, which shall supervise and control the business, property and affairs of the FG SCT, except as otherwise expressly provided by law, the Declaration of Trust, or these Bylaws. Members of the Board of Directors shall also act as trustees of the FG SCT.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the FG SCT shall be those serving on the Board on the date of approval of these Bylaws and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of an odd number of members but no less than three (3) nor more than nine (9) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Exclusions from the Board: In order to avoid the appearance of impropriety and potential for conflicts of interests, members of the board of the German School Society, members of the teaching staff and administration of the German International School, Washington, D.C., their spouses and their other immediate family members are all ineligible to be a Board Member of the FG SCT.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the voting members at the annual meeting of the members. Within ten (10) days of such a meeting the names of the elected board members will be provided to the board of directors of the German School Society. Directors on the Board of Directors shall serve for a term of one (1) year unless such Directors are appointed to be Officers in accordance with Article V Section 2, in which case, their term shall be two (2) years.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the FG SCT.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the FG SCT shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a thirty three percent (33%) of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least seven (7) days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Declaration of Trust, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors. Written consents may be returned by any means, including by electronic mail.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the FG SCT shall consist of a President, a Secretary, and a Treasurer. The FG SCT shall have such other assistant officers as the Board of Directors may deem necessary (e.g., a Vice President), and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Appointment of Officers. The officers of the FG SCT shall be appointed by and selected from the members of Board of Directors.

Section 3. Term of Office. The officers of the FG SCT shall hold office for two (2) years until the next annual meeting or until their respective successors shall have been duly appointed.

To the extent an officer resigns their office before to the annual meeting subsequent to their election and appointment to the Board of Directors, they will remain a Director of the Board of Directors until that next annual meeting or until their respective successor shall have been duly appointed. To the extent an Officer resigns their office after the annual meeting subsequent to their election and appointment to the Board of Directors, such resignation from their office shall also constitute an automatic resignation from the Board of Directors effective at the next annual meeting or until their respective successor shall have been duly appointed.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Chair/President. The President shall also act as Chair and shall give active direction and have control of the business and affairs of the FGSCT. He or she may sign contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for all funds of the FGSCT. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the FGSCT and deposit all such moneys in the name of the FGSCT in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the FGSCT shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the FG SCT. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the FG SCT.

Section 2. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board.

Section 3. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 5. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the from June 1 to May 31.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the FG SCT. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. To the extent allowed by law, notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Rules of Procedure. All meetings of the FG SCT, its Board of Directors or any Committee of the FG SCT, shall operate in accordance with the rules set forth in the American Institute of Parliamentarian's Standard Code of Parliamentary Procedure as updated from time to time. The 2017 Geschäftsordnung is repealed and rendered moot, herewith.

ARTICLE VIII

INDEMNIFICATION

Unless otherwise prohibited by law, the FG SCT shall indemnify any director or officer or any former director or officer and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the FG SCT for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The FG SCT may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the FG SCT would have the power to indemnify the person against that liability under law.

ARTICLE IX AMENDMENTS TO BYLAWS

These Bylaws may be amended, or new Bylaws adopted upon the affirmative vote of two-thirds of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.