



GIST OF THE CHARTER & BY-LAWS

OF THE

Deutsches Haus

Incorporated

New Orleans, Louisiana

7 November 1928

State of



Louisiana

I, THE UNDERSIGNED **SECRETARY OF STATE**, OF THE STATE
OF LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of Articles of Incorporation of the
"DEUTSCHES HAUS",

domiciled at New Orleans, Parish of Orleans,
State of Louisiana, a corporation created under the provisions of
Act No. 254 of the Session Acts of the General Assembly of this
State for the year 1914, approved July 9th, 1914, by act before
Leon S. Cahn, a Notary Public in and for
the said Parish and State, of date the seventh day of
November, 1928, and recorded in book
No. 1387, Folio 480 of the records of the Recorder of the
Parish of Orleans, has been duly filed and recorded in
this office, in book "Record of Non-Trading Corporations," No. 6
folio ---- et seq. on the sixteenth day of November, 1928.



Given under my signature and authenticated with
the impress of my Seal of office, at the City of Baton
Rouge this 16th day of November,
A. D. 1928.

James A. ...

Secretary of State

GIST OF THE CHARTER OF THE

Deutsches Haus

The name and style of this Corporation shall be “Deutsches Haus” and it shall enjoy corporate existence and succession for the full term of ninety nine years, from and after the date hereof (November 7th, 1928, date of Charter). The domicile of this Corporation shall be in the City of New Orleans.

OBJECTS AND PURPOSES OF THE Deutsches Haus

The Objects and Purposes of this corporation are hereby declared to be:

Generally to further, promote and foster the welfare of those citizens and residents of this City and State who are of German descent, by means of its charitable, education, literary, social and benevolent activities; to further German immigration into the State of Louisiana; to give advice and assistance to German immigrants and other Germans coming to or residing in this City; more particularly, to aid them in obtaining employment and to succor those who are in distress; to advise and assist German immigrants to become citizens of the United States and of the State of Louisiana; to provide, maintain and operate a club-house or meeting place for its members, with all necessary accommodations for its social, literary, educational, charitable, recreational, and athletic activities, and such other features as may be found necessary to fulfill the purposes for which this corporation is formed.

STOCK AND STOCKHOLDERS

The Capital stock of this Corporation shall be Forty thousand (\$40,000.00) Dollars, to be represented by four thousand (4000) shares of the par value of Ten (\$10.00) Dollars each, payable at such time and under such conditions as the Board of Directors may determine. Stock of this corporation shall only be issued for cash, or for services rendered, property, real, personal or mixed, or other valuable considerations ensuring to this corporation, according to the exclusive judgment and findings of the Board of Directors. Every member of this corporation shall be required to be the holder of at least one share of the Capital Stock of said corporation, in his own name. The ownership of one or more shares of the Capital Stock of this Corporation shall not confer upon the holder thereof any of the rights or privileges of membership.

OFFICERS AND BOARD OF DIRECTORS

All the corporate powers of this corporation shall be vested in a Board of Directors to be composed of fifteen members of this corporation. On the fourth Tuesday of the month of January, 1930, and annually thereafter, at a general meeting of the members of this corporation held for the purpose, pursuant to notice as hereinafter provided, there shall be elected from among the members a President, two Vice-Presidents, a Secretary, a Treasurer, and ten Directors; such Officers and Directors together to constitute the Board of Directors. Such election shall be by ballot; each member shall be entitled to one vote in person, and an absolute majority of votes so cast at such election be required to elect the person for whom they shall be given. The officers and directors so elected shall enter upon the duties of their offices immediately, and shall remain in office until their successors shall have been duly elected and qualified.

MEMBERSHIP MEETINGS

All members meetings, for the election of Directors, as above stated, shall be held after fifteen days' written notice mailed to each member. Other members meeting may be held when ordered by the Board of Directors, or when requested by at least Twenty-five (25%) per cent of the members. Notice of all members meetings, other than adjourned meetings, or meetings for the purposes of amending or dissolving this Charter, shall be in the manner prescribed for members' meeting for the election of Directors, unless such notice is waived by unanimous consent.

BY-LAWS

The duties, rights, and powers of said officers, collectively and individually; the duties, rights and privileges and qualifications of members and applicants for membership; the amount and manner of payment and collection of dues, contributions and penalties which it may become necessary to establish or enforce, and all other matters appertaining to the government and welfare of this corporation and the furtherance of its purposes and objects, shall be more clearly defined and established by such constitution, rules and by-laws as may hereinafter be adopted by the members and officers thereof, and such constitution, rules and by-laws shall be binding upon all the members thereof.

AMENDMENT OF CHARTER

This charter may be altered or amended, or the Corporation dissolved, by a vote of two-thirds of its membership stockholders in good standing, at a general meeting called for the purpose, upon thirty days' prior notice of such meeting and proposed amendments or dissolution, published the official journal of the Parish in which the corporation is domiciled, in the manner required for judicial advertisements. The giving of such notice shall be by order of the Board of Directors or upon the petition of twenty (20 %) percent of the members and stockholders in good standing. In case of alteration or amendment of this Charter such alteration or amendment shall, after being adopted as herein above set forth, take effect only upon compliance with the formalities required for the adoption of this charter and as required by laws.

BY-LAWS OF THE

Deutsches Haus

AS AMENDED:

25 NOVEMBER 1975

26 JUNE 1992

24 MARCH 2007

22 MARCH 1985

29 MARCH 1996

26 JANUARY 2010

27 MARCH 1992

22 JUNE 2001

11 DECEMBER 2014

MEMBERS

A-1. Any person of good character may apply for membership in this organization. **Amended 11 December 2014.**

A-2. Membership shall be divided into Active, Associate, Student Associate, Junior, and Benefactor Members. Active Members shall own at least one share of stock in this Corporation, shall pay such dues and assessments as are prescribed by the Board of Directors, and shall enjoy all of the privileges of Deutsches Haus, including voting power in Membership Meetings. Associate Members shall comprise those members who do not own stock in Deutsches Haus; they shall pay such dues and assessments, and enjoy such privileges as the Board of Directors may prescribe. **Amended 11 December 2014.**

Benefactor members shall be Life members of the Deutsches Haus, members shall pay an initial fee as prescribed by the Board of Directors, and thereafter shall pay only such assessments as may be levied upon all classes of members. Benefactor members shall enjoy all privileges as the Board of Directors may prescribe. Benefactor members who are not stockholders of the corporation must purchase at least one share of stock to enjoy voting privileges. **Amended 24 March 2007.**

Said class of Associate Members to consist of students while enrolled full time in a college or university and under the age of twenty seven. The initiation fee for said Student Associates shall be one half of the regular initiation fee, and the dues shall be one half of the regular dues. Said Student Associate Members shall have all rights and privileges of Associate Members. At the end of the year at which said student graduates or terminates full time status and/or reaches twenty seven years of age said student shall be eligible to become an Associate Member, paying all dues and fees necessary for that status. **Amended 26 June 1992.**

Junior membership is available for individuals under the age of 18. Junior Members shall enjoy all privileges as the Board of Directors may prescribe, except they cannot own stock nor can they vote. The initiation fee and the dues shall be one fourth of the regular assessments. The prospective Junior Member shall be nominated for membership by an Active Member of the Haus who personally knows the candidate and his/her parents or guardians. Application for Junior membership shall be made with a parent or guardian approval as indicated by their signature on the application. Junior Members must be accompanied by an adult when present at the Haus or Haus functions. Eligibility for junior membership ceases at the end of the dues year that the Junior Member turns 18. **Amended 11 December 2014.**

A-3. Each first time applicant for membership in **Deutsches Haus** shall be eligible for Associate Membership only; and, after having been an Associate Member for a period of one year, they shall then become eligible to apply for Active Membership. Active Members shall be eligible for election to the Board of Directors after they shall have maintained their Active Membership for one full year, and shall have complied with the other provision set forth in these By-Laws.

A-4. Invoices for annual membership dues will be mailed to members no later than December 1st of the preceding year. Annual dues shall be paid by December 31st of the preceding year for Active Members to maintain eligibility to vote in the Board of Directors election held the fourth Tuesday in January of the dues year. Active and Associate Members may pay dues after December 31st of the preceding year but prior to the end of the dues year; however, a delinquent dues penalty of ten additional dollars (\$10) will be assessed. **Amended 22 March 1985.**

Stockholding members whose dues are lapsed can regain their active status, giving them eligibility to vote and run for the Board of Directors, when they pay dues for the current year plus the additional ten dollar (\$10) delinquent fee. Privileges are restored one calendar year after said payment of dues. **Amended 29 March 1996.**

A-5. Stock of this Corporation shall be transferable only on the books of the Corporation, and subject to the approval of the Board of Directors. Issuance of stock to those who purchase it directly from **Deutsches Haus** shall also be subject to the approval of the Board of Directors.

A-6. All applications for membership in **Deutsches Haus** shall be made on applications furnished for that purpose; and the procedure for handling applications for membership shall be governed by the Board of Directors.

A-7. The Board of Directors is expressly empowered to postpone action on or decline any application for membership without revealing the reason and without a public or private hearing. Any member who shall conduct himself or herself in a manner unbecoming a gentleman or a lady or calculated to disturb the peace and harmony and good name and prosperity of the organization or who shall have charges preferred against him shall be tried by the Membership Committee, which in turn will report the result of their investigation to the Board of Directors; and the Board shall have the power to reprimand, fine, suspend, or expel, as the case may require: which decision shall be final and no appeal there from shall lie to any court, anything in these by-laws notwithstanding. **Amended 25 November 1975.**

A-8. The Annual Membership Meeting shall be held on the fourth Tuesday in January of each year; and the Board of Directors and Officers for the ensuing year shall be elected at this meeting.

A-9. The presence of twenty-five (25%) percent of the paid up Active Members shall constitute a quorum at Membership Meetings, and majority vote shall rule on all issues. **Amended 25 November 1975.**

A-10. At the last quarterly Membership Meeting, preceding the annual election, the President shall appoint a Nomination Committee, consisting of five Active Members, and this Committee shall prepare a ballot consisting of not less than fifteen or more than twenty five names of Active Members, who shall be candidates for election to the Board of Directors. Only the names of Active Members whose dues are paid in full for the year preceding the election shall be included in this ballot. **Amended 25 November 1975; 22 June 2001.**

A-11. Out of this list of names, the Active Members shall select fifteen by popular ballot to constitute the Board of Directors. Members can vote names that appear on the ballot or write in up to six names of members qualified to serve on the Board of Directors. No member may vote more than fifteen names on any one ballot, and any ballot with more than fifteen names voted shall be destroyed as a spoiled ballot. **Amended 22 June 2001.**

A-12. Out of the fifteen members of the Board, selected as above, shall be chosen, also by popular ballot, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. A member must have one year of service on the Board of Directors to be eligible for election to the office of President. The newly elected Board of Directors and Officers of Deutsches Haus shall take office immediately following the election.
Amended 22 June 2001.

A-13. All rules and resolutions passed prior to the adoption of these By-Laws, and in conflict therewith, are hereby annulled.

A-14. These By-Laws may be amended, changed, or added to in the following manner: Such amendment, change or addition is to be submitted to the President of Deutsches Haus, to be submitted by him to the Board of Directors at the next regular meeting. In the event such change, amendment or addition to the by-laws is approved by the Board of Directors, then and only then in that event shall such proposed change, amendment or addition to the By-Laws be placed before the membership at the next regular quarterly meeting for final vote, and a majority vote of the membership present at such regular quarterly meeting shall be decisive and final.

OFFICERS

B-1. The officers of this organization shall consist of a President, a First Vice-President, a Second Vice-President, a Treasurer, and a Secretary and such other sub-officers as the Board of Directors shall deem necessary from time to time.

B-2. The President shall preside at all meetings of the Board of Directors and of the Organization and shall be an *ex officio* member of all committees. Checks for moneys on the bank or banks of the Organization shall be signed by any two of the following officers: President, Treasurer, and an Officer designated by the President. The President also shall sign all contracts to which the Organization is a party and all conveyances of property movable and immovable, provided that all contracts and conveyances first have been approved by the Board of Directors and submitted to the Deutsches Haus Attorney. **Amended 29 March 1996.**

B-3. As a member of the Board of Directors, in the event of a tie vote, the President shall have the power to cast the deciding vote.

B-4. The President shall have authority to call a special meeting of the Board of Directors whenever and as often as he deems necessary.

B-5. The President shall have the power to call a special meeting of the membership when requested in writing by three members of the Board of Directors or by ten Active Members.

B-6. The First Vice President shall preside in the absence of the President and otherwise perform the same duties with all power conferred by sections relating to the duties and privileges of the President.

B-7. It shall be the duty of the Second Vice President to preside in the absence of both the President and First Vice President and otherwise perform the same duties with all the power conferred by sections relating to the duties and privileges of the President.

B-8. In the absence or disability of the President and both the First and Second Vice Presidents, it shall be the duty of the Board of Directors to elect from their members a temporary chairman, who, in addition to his duties as Chairman of the Board of Directors, shall also perform temporarily all duties devolving upon the President with all the authority conferred upon the President in sections relating to the duties and privileges of the President.

B-9. The Secretary shall keep correct minutes of the proceedings of this Organization and read the same at all

regular meetings. He shall also keep correct minutes of the proceedings of the Board of Directors meetings and read the same at all regular meetings of the Board. The Secretary shall also have charge of the Stock Certificate Book.

B-10. The entries made by the Secretary in the Books under his charge in matters relating to his office shall be *prima facie* evidence of all matters so entered in all questions, suits, controversies and disputes between this Organization and any member thereof. Any member feeling aggrieved by any entry may appeal to the Board of Directors, and the decision of the Board shall be final and conclusive. The Secretary shall attend to the correspondence of the Organization and he shall also furnish a copy of the Charter and By-Laws to each and every member upon election to membership in this Organization.

B-11. The Treasurer shall handle all financial functions of this Organization as approved by the Board of Directors in "Duties of the Treasurer". This Organization's CPA will use the accounting data provided by the Treasurer to prepare and review year-end tax forms, and said CPA shall provide instructions on rectifying any accounting irregularities and/or year-end journal entries. **Amended 26 January 2010.**

B-11a. It is the responsibility of the President to select an Audit Committee of two (2) from the then current membership of the Organization. The Audit Committee shall be comprised of voting Members who are in good standing in the Organization as defined in these By-Laws. It shall be the responsibility of the Audit Committee to review the "Duties of the Treasurer" and the work performed by the Treasurer to ensure that said duties are being performed in a timely and in a forthright manner. The Audit Committee is authorized to meet with the Treasurer and to review the financial records of the Organization as needed and/or at least quarterly. The Audit Committee shall present its findings to the Board of Directors following the first quarterly Board Meeting. It shall be the duty of the Audit Committee to timely report any irregularities, discrepancies, or late filings in the financial records of the Organization and to submit proposed corrective actions to the Board of Directors. **Amended 26 January 2010.**

B-11b. The "Duties of the Treasurer" is to be reviewed yearly by the Board of Directors at its first Board Meeting following the General Election. The Board of Directors shall make any necessary additions and/or deletions to the "Duties of the Treasurer" at that time. A pro-forma "Duties of the Treasurer" referenced in Section B11e of these By-Laws shall serve as the starting point for defining the duties of the Treasurer, and this document shall be a living document that does not require a formal amendment to the By-Laws for the Board of Directors to supplement and/or amend. In addition, it shall be the duty of the outgoing Treasurer, the newly elected Treasurer, and the Audit Committee to submit recommended revisions to the "Duties of the Treasurer" for review and consideration by the Board of Directors at the first quarterly Board Meeting following the election of Officers. **Amended 26 January 2010.**

B-11c. The Treasurer shall sign all checks of this Organization in conjunction with either the President or another Officer of the Organization that has signature authority. The Treasurer shall timely prepare the deposits and shall make deposits on a weekly basis. **Amended 26 January 2010.**

B-11d. With the prior written approval of the Board of Directors, the Treasurer may delegate duties to other Members of this Organization who have been Members in good standing for one or more years as defined in these By-Laws. **Amended 26 January 2010.**

B-11e. Duties of the Treasurer. See Exhibit "A" attached to these By-Laws. **Amended 26 January 2010.**

B-12. It shall be the duty of each and every outgoing Chairman of any Committee to instruct the incoming Chairman in his duties, privileges, and routine of work to be done.

BOARD OF DIRECTORS

C-1. The Board of Directors shall have full control of the affairs of this Organization and shall have power to enact all rules and regulations for its government, management and proper conduct not in conflict with the Charter and By-Laws; the Board shall also have authority to penalize or expel any member as previously indicated under the heading **MEMBERS**.

C-2. The Board of Directors shall have full authority over all purchases recommended by its special committees; and shall also have full authority over the payment of all bills.

C-3. The Membership Committee, the House Committee, the Entertainment Committee, the Finance Committee, and any and all other committees appointed by the President or the Board, shall be under the full control of the Board at all times.

C-4. The Board shall consist of a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary, and ten members of the Board. Nine members shall constitute a quorum for the transaction of business.

C-5. A majority vote by the members of the Board shall be decisive and final in all matters. After a matter has been voted upon and decided, it may be again placed before the Board for reconsideration only by majority consent of the members of the Board present.

C-6. The Board of Directors shall hold a regular meeting, monthly; however, the President shall have the authority to call a special meeting of the Board of Directors at any time, merely by serving notice upon the members of his intention so to do. **Amended 27 March 1992.**

C-7. In case of a vacancy occurring on the Board, the remaining members shall elect a member to fill the vacancy for the unexpired term, and the member so elected shall serve on the Board until the ensuing annual election of Officers and Board of Directors. ..

C-8. The term of all officers and members of the Board shall be for a term of one year from date of election, except as indicated under circumstances outlined in the above section C-7.

C-9. At the annual meeting of the membership, the Board of Directors, represented by the President, or someone appointed by him, shall make a report of the condition of the Organization, and present an outline of the progress being made by **Deutsches Haus**.

C-10. Any officer or member of the Board who shall be absent from three consecutive regular meetings of the Board of Directors without good and sufficient cause shall be held to have automatically resigned from his position as Officer or member of the Board; and the remaining members of the Board shall proceed as outlined in the above section C-7 to fill the vacancy.

HOUSE COMMITTEE

D-1. The House Committee shall consist of three members who may or may not be members of the Board of Directors. The members of the House Committee shall be appointed by the President at the first meeting of the Board, immediately following the annual election.

D-2. The House Committee shall have full control and supervision of **Deutsches Haus** premises, in conjunction with the President, subject only to the Board.

D-3. The House Committee shall see that all rules and regulations of **Deutsches Haus** are enforced; and shall report all violations thereof to the Board, together with such recommendations as it thinks necessary.

D-4. The House Committee shall have authority to spend an amount approved by the Board of Directors at the beginning of the year in any one month without first submitting the matter to the Board and obtaining the consent of the Board of Directors. **Amended 27 March 1992.**

D-5. The House Committee shall have full authority over the Steward of *Deutsches Haus*, in all matters pertaining to *Deutsches Haus*. And if the House Committee is not pleased with the conduct or management of the Steward, it may lay the entire matter before the Board, together with such recommendations for action as it thinks appropriate.

D-6. The House Committee shall inventory all of the stock of merchandise on hand in the bar and kitchen at least once each month, preferably on the last day of the month. **Amended 27 March 1992; 29 March 1996.**

ENTERTAINMENT COMMITTEE

E-1. The President shall appoint the Chairman of the Entertainment Committee at the same time and in the same manner as he appoints the House Committee. The Chairman of the Entertainment Committee may or may not be member of the Board of Directors.

E-2. The Chairman of the Entertainment Committee shall have no regular staff to work with him, but shall have the privilege of selecting such assistants as he needs, from time to time. It shall be the duty of the Chairman of the Entertainment Committee to aid in planning affairs to be given at the *Haus*.

MEMBERSHIP COMMITTEE

F-1. The President shall appoint the Membership Committee at the same time and in the same manner as he appoints the House Committee. The Membership Committee shall consist of a Chairman and two members, all of whom may or may not be members of the Board of Directors.

F-2. The Membership Committee shall pass upon all applications for membership in *Deutsches Haus*, and shall then submit its findings to the Board of Directors at their regular meeting, for action.

FINANCE COMMITTEE

G-1. The President shall appoint a Finance Committee at the same time and in the same manner as he appoints the House Committee. The Finance Committee shall consist of a Chairman and two members, all of whom may or may not be members of the Board of Directors.

G-2. It shall be the duty of the Finance Committee to go over the finances of *Deutsches Haus* regularly each month with the bookkeeper and Steward of *Deutsches Haus*, and report their findings to the Board of Directors.

G-3. It shall be the duty of the Finance Committee to recommend such charges in buying, selling, and accounting as it sees fit. Such recommendations shall be placed before the Board of Directors for action.

PROCEDURE

H-1. *Robert's Rules of Order* shall govern the conduct of all official proceedings of this Organization. **Amended 29 March 1996.**