

BY-LAWS OF CarolinaKinder, A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be CarolinaKinder.
2. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

- to provide an environment to promote culture, language and traditions of German speaking countries.
- to organize playgroups, story times, special events, cultural education and German lessons for children of all ages.
- to give children in the Triangle and surrounding areas an opportunity to learn and practice the German language with their peers
- to provide a support network for parents, raising their children multilingually including German

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all who wish to expose themselves and their children to the German language and culture.

ARTICLE IV MEETINGS

One optional membership meeting of this organization shall be held every year or take place embedded in a special event of the organization.

Once a year the management board shall be released from responsibility for management.

The release of the officers shall be by ballots and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

The Secretary shall cause to be mailed or submit electronically to every member in good standing at his address as it appears in the membership database a notice telling the time and place of such a meetings.

The presence of not less than fifteen (15 %) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting. A vote by proxy shall be permitted.

The president may call special meetings of this organization when he deems it for the best interest of the organization. Notices of such meeting shall be mailed or submitted electronically to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called and who called it. At the request of fifty (50 %) percent of the members of the Board of Directors or fifty (50 %) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

ARTICLE V VOTING

The election and/or the release of officers shall be by ballot and there shall not appear any place on such ballot the might tend to indicate the person who cast such ballot. The individual officers shall be elected by majority of votes of casted ballots.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS AND MEETINGS

1. Reading of the Minutes of the preceding meeting.
2. Report of the President.
3. Reports of Officers.
4. Reports of Committees.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

A Board of Directors consisting of a minimum of four (4) officers (Executive Committee) and the committee chairs (Directors) of all installed committees of this organization shall manage the business of this organization. At least two (2) of the directors elected shall be a resident of the Triangle Area of North Carolina and German native speakers.

The Board of Directors shall have the control and management of the affairs and business of this organization.

ARTICLE VII BOARD OF DIRECTORS (contd.)

The chairman of the board shall preside at all meetings of the board of directors and perform other duties as assigned.

The Board of Directors shall select from one of their members a secretary.

A director may be removed by the executive committee when sufficient cause exists.

The Board of Directors may entertain charges against any director.

A director may be represented by counsel upon any removal hearing.

The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS / EXECUTIVE COMMITTEE

The officers of the organization shall constitute the Executive Committee and be as follows:

President

Vice President

Secretary

Treasurer

The President shall preside at all membership meetings.

He or she shall by virtue of his office be Chairman of the Board of Directors.

He or she shall present at each annual meeting of the organization an annual report of the work of the organization.

He or she shall appoint all committees, temporary or permanent.

He or she shall see all books; reports and certificates required by law are properly kept or filed.

He or she shall be one of the officers who may sign the checks or drafts of the organization.

He or she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

He or she shall cast the tie-breaking vote on decisions made by the Executive Committee.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He or she shall give and serve all notices to members of this organization.

He or she shall be the official custodian of the records and seal of this organization.

He or she shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He or she shall submit to the Board of Directors any communications, which shall be addressed to him as Secretary of the organization.

He or she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

ARTICLE VIII OFFICERS (contd.)

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He or she shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 10,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He must be one of the officers who shall sign checks or drafts of the organization.

No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He or she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He or she shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Executive Committee and Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

The Executive Committee shall appoint all committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Executive Committee.

The committee chair (and co-chair) shall be confirmed or appointed by the officers. They shall serve for a term of one (1) year. Committees shall be governed according to the CarolinaKINDER Board & Committee Handbook. The Executive Committee shall approve the committee handbook.

ARTICLE XI DUES

The annual membership dues of this organization shall be \$ 48.00 per annum and shall be payable on time of joining and thereafter at the yearly anniversary.

The dues can be changed at any time by the majority vote of the board.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 25% of the members.

ARTICLE XIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts:

The board of directors may authorize any officer or officers or agents, to enter into a contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances

2. Loans:

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances

3. Checks and Drafts:

President, Vice-President and Treasurer of the corporation shall be authorized to sign all checks, drafts or other orders for the payment of money, issued in the name of the corporation and in such manner as shall from time to time be determined by resolution of the Board of directors. Checks exceeding the amount of \$500.00 shall be signed by two such authorized officers.

4. Deposits:

All funds of the corporation shall be deposited to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE IXI INDEMNIFICATION

1. Third Party Action:

Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or who, at the request of the corporation has served as director, officer, partner, trustee, employee or agent of another corporation, partnership or joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have the a right to be indemnified by the corporation to the fullest extent permitted by law against [a] reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitration action, suit or proceeding, whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of fact that he is or was acting in such capacity, and [b] reasonable payments or settlements for which he may have become liable in any such action, suit or proceeding.

2. Corporate Actions:

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due and giving notice to, and obtaining approval by the Board of Directors.

3. Binding Effect:

Any person who at any time after the adoption of this by-law serves or has served in any of the aforesaid capacities for or on the behalf the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this by-law.