

American International Club of Zurich
Member of the Association of American Clubs (“AAC”)

Constitution

ARTICLE 1: NAME AND PURPOSE

Section 1: Association’s (Verein) Name

The Association’s Name is “American International Club of Zurich”, hereinafter referred to as “AICZ” (or the “Club”).

Section 2: Legal Status

AICZ is an association of Members as per the Articles of Association ("Verein") of Swiss Code of Civil Law (by applicable provision of the Schweizerisches Zivilgesetzbuch (ZGB). AICZ has neither commercial, nor political objectives or affiliations, and is a not-for-profit organization.

Section 3: Domicile

The domicile of AICZ is the Canton of Zurich, Switzerland.

Section 4: Address

The Executive Committee (“EC”) of AICZ holds the right to change the address within the Canton of Zurich by written notice to all members, when required or necessary. The legal address must always be within a ‘Gemeinde’ of the Canton of Zurich.

Section 5: Purposes

The AICZ provides a forum for Club members who share an interest in American culture and/or language, and who live in Switzerland, to meet individuals from the Swiss, American, international, and other global communities.

The purposes of the AICZ are:

- a. to assist members in their adjustment to Swiss culture.
- b. to foster fellowship and promote friendships among the members of the AICZ and between them and their Swiss and international communities.
- c. to maintain good relations and cooperate with other organizations in Zurich and beyond with similar goals or purposes.

Section 6: Liability of Association

The liability of the AICZ is limited to the membership dues of the members.

The AICZ provides a forum for members, living in Switzerland, who share an interest in American culture and/or language, to meet individuals from the Swiss international community.

Section 7: Jurisdiction

AICZ falls within the jurisdiction of District Court (Bezirksgericht) where at the time of any legal conflict the AICZ has its address.

ARTICLE 2: MEMBERSHIP

Section 1: Full Members

Full Membership is open to all people who agree with the Purposes of the AICZ and who wish to contribute to Club success and growth. Full Membership is established after the individual submits the Application for Club membership and timely receipt by AICZ of payment of then current AICZ Dues.

Full Membership shall commence immediately during the month in which paid Dues are received. Dues will be prorated and shall remain in effect for the remainder of the calendar year which shall thereby constitute an entire year of full membership.

Full Members have one vote in Club elections and upon matters submitted to the Membership for vote at the Annual General Meeting 'AGM' or at any Extraordinary General Meetings 'EGMs'.

Full Members are eligible to be Club officers, may be on the Executive Committee ("EC") and may chair Club committees. Only the offices of President or Vice President of the AICZ require the individual officers to have current American citizenship at the time of their election.

Section 2: Guest Members

The EC will define and publish the criteria for Guest Members. Guest Membership can be however, not limited to

- a. Diplomatic Members;
- b. Student Members;
- c. Honorary Members; or
- d. Corporate Members.

The EC will at its own discretion establish the Dues for any Guest Members. Guest Members will not have any voting rights, will not have the right to hold office and are not eligible to be on the EC. Guest Members will be clearly designated as such within published AICZ membership rosters. Guest Members are not to be counted for purposes of determining a quorum at any AICZ Meetings.

Section 3: Club Year

The Club year will be from 1st January to the 31st of December.

Section 4: Membership Responsibilities

Members will pay annual Club membership dues (“Dues”) in the amount determined and defined by the EC and as announced each year by the EC at the AGM.

Members will abide by this 'Constitution' and the AICZ "Policies and Procedures."

Members shall not impose any financial burdens upon the AICZ nor upon any other Club Members.

No member will take any action in the name of the AICZ that could be deemed prejudicial to the reputation and good standing of AICZ.

No member who has resigned or has been expelled will have any claim upon the assets of the AICZ.

Section 5: Member Liability Limitation

No officer, member of the EC, or individual member of AICZ will be liable for any debt, obligation, or liability of AICZ beyond his/her Dues as established by the EC.

No person acting on behalf of, or with the authority of, the AICZ will be personally liable for any legal actions that may be taken against the AICZ.

Section 6: Personal Risk

Attendance and/or participation in AICZ meetings and events, and in any other association with AICZ activities (e.g. committee work) is entirely at the attendee/participant's own risk. Neither AICZ nor its representatives shall be held responsible for any injury, damage, or loss incurred by such attendance and/or participation.

Section 7: Member Resignation

Any member may resign from the AICZ or choose to not renew their membership by submitting written notice to the EC. No full or pro rata rebate of current membership year Dues paid by a member who resigns will be made. Non-payment of billed Dues will also constitute and be considered as member resignation from the Club. Club membership resignation shall become effective immediately.

Section 8: Member Expulsion

If a Club member causes harm or injury of any nature to the AICZ, a member of the AICZ or member of the Zurich community or any persons or objects, the EC has the option to expel the member from the AICZ. If a Club member is expelled from the AICZ they will be restricted from reapplying for Membership for a minimum of three (3) years. Club membership expulsion shall become effective immediately.

ARTICLE 3: CLUB GOVERNANCE

Section 1: Executive Committee (“EC”)

The governing of AICZ will be the responsibility of an Executive Committee ("EC"). The EC is responsible for the proper management of the Club and Club funds. The EC of AICZ shall be composed of elected officers; an appointed EC standing committee and invited 'standing guests. The EC shall consist of four (4) elected officers serving individually in the separate offices of: President, Vice President, Secretary and Treasurer. These four (4) elected EC officers shall be nominated for specific named individual offices by a Nominating Committee as a single slate of Officers to be submitted for election for vote by Full Members at the Club AGM. Following their election, elected EC officers can at any time name a maximum total of five (5) additional appointed EC members, thereby bringing the total EC membership to the maximum of nine (9) persons. Additionally, the EC can invite additional persons as EC standing members.

All EC members understand and accept that they serve voluntarily and will not be remunerated for their service. Only Club members with Full membership can serve as EC members. Any Club member who chooses to resign or is expelled from Club membership will consequently be simultaneously also removed from the EC. The EC will determine and announce scheduled dates for the AGM and any other EGMs. The EC must approve affiliations between the Club and any other organizations.

Section 2: Executive Committee Meetings

The EC will meet at least nine (9) times per year. Anyone may be invited to attend EC meetings, however voting privileges at EC meetings are not conferred upon guests and/or other invitees in conjunction with attendance at EC meetings. *Elected* and *appointed* EC members shall each have one vote at EC meetings. However, the President shall not vote during EC meetings unless required to provide a consequently tie-breaking vote. Standing EC members and *invited guests* do not have any voting privileges during EC meetings. A simple majority of the EC Full membership shall constitute a quorum at any EC meeting. A quorum of Full EC members is required to be present in attendance for any decision at an EC meeting to be made. EC decisions and/or actions will be decided by simple majority vote unless otherwise stipulated elsewhere herein.

Section 3: Officers

The President or Vice President of the EC must be United States citizens at the time of their election. EC officers may not serve concurrently in more than one office.

Section 4: Election of Officers

The four elected officers will be elected by a simple majority of the full membership in attendance at the Club AGM.

Subsection 1: Nominating Committee

The Nominating Committee will consist of the following members in good standing:

- a. a Nominating Committee Chairperson who shall be a Full Member appointed by EC and
- b. at least two (2) other Full Members who shall be appointed by the Nominating Committee Chairperson.

The Nominating Committee shall be ongoing and appointed by the EC. The Nominating Committee shall report to the EC.

The Nominating Committee should be formed at least six (6) months before the AGM during which the Nominating Committee's proposed slate of officer nominees is expected for presentation to the Club membership for vote.

Nominating Committee will assure that each nominated candidate for EC Office fulfills the following criteria:

- a. is currently a legal resident of Switzerland;
- b. expects to be able to attend at least sixty percent (60%) of the EC meetings;
- c. will serve as a Committee Chairperson if so requested;
- d. will attend functions organized by AICZ;
- e. will devote the time deemed necessary by the EC for the proper conduct of Club affairs.

The Nominating Committee refers to the Club “Policies & Procedures” regarding conducting elections.

Section 5: Terms of Office

Terms of office of elected EC officers, regardless of individual office/officer term duration, shall coincide with the Club year except as provided in Subsection 3.

Subsection 1: EC Officers

EC officers will be elected for a term of three (3) years and may be re-elected for an additional single term of a further three (3) years.

Subsection 2: Appointed EC Members

The term of office for all appointed EC members shall commence at the time of their appointment and extend through the remainder of the current Club membership year. Terms of office for appointed EC Members are eligible for renewal at the sole discretion of the elected officers and can be renewed for additional subsequent further single year terms of service.

Subsection 3: Standing EC Members

Terms of standing EC members commence at the time of their acceptance and serve at the pleasure of the EC; or until they resign.

Subsection 4: Extensions to Terms of Office / Extraordinary Re-election of Elected EC Officers

Notwithstanding the foregoing, members of the EC including the President may be re-elected beyond the above-stated term limits by the EC after an extraordinary reelection procedure comprising the failure of three (3) consecutive EC meetings to find a qualified successor procedure.

Such failed attempts having been duly noted in the minutes of the three (3) consecutive EC meetings.

A President re-elected according to the extraordinary re-election procedure will serve a limited term of one (1) additional year after which time, if they are asked by the EC to serve another term and wish themselves to be re-elected, they will be subject to the same extraordinary re-election procedure.

Section 6: Removal of EC Officers or EC Members

Any elected officer or EC member may be removed from their office by a two-thirds (2/3) vote by secret ballot of the EC.

Section 7: Policies & Procedures

The EC will annually review the AICZ "Policies and Procedures". Any points which the EC feels should be reviewed during the year ahead will be identified.

Any changes to the AICZ "Policies and Procedures" which the EC implements during the year do not require constitutional amendment. The AICZ Policies & Procedures will be made available to Members upon request.

ARTICLE 4: COMMITTEES AND PAID EMPLOYEES

Section 1. Committees

Committees are formed by the EC as deemed desirable and/or required for the interests and activities of the Club. The EC will establish the functions of these committees.

Examples of such committees include:

- a. Nominating Committee,
- b. Finance Committee,
- c. Membership Committee,
- d. Events Committee,
- e. Development & Sponsorship Committee.

All committee members understand and accept that they serve voluntarily and will not be remunerated for their service.

The President shall be a member ex-officio of all committees. Sub-committees are formed by any Committee chairperson as deemed desirable and/or required for the interests and activities of the Club.

Section 2: Committee Chairperson(s)

Committee chairperson(s) will be appointed by the EC. Committee chairperson(s) need not be EC members. Committee chairperson(s) shall be appointed for a one-year (1) term, which appointment can be renewed without limitation as desired and mutually agreed. Terms of committee chairperson appointment shall coincide with the Club year.

Section 3: Paid Employees

The EC is authorized to establish paid employment positions on a contractual basis with one or more individuals as the EC deems necessary for the achievement of EC goals in operating the AICZ.

ARTICLE 5: MEETINGS

Section 1: Annual General Meeting (“AGM”)

Upon announcement and invitation by the AICZ President and the EC, the Annual General Meeting (“AGM”) will take place each year within six (6) weeks prior to 31st March.

An Agenda iterating all known, expected AGM business will be prepared and sent to the Membership a minimum of four (4) weeks prior to the meeting date.

The AGM Agenda will customarily include:

- a. A review and report delivered by the Club President of the past calendar year Club activities;
- b. Discharge and election of EC officers;
- c. Approval of the Audited Financial Statements for the past calendar year presented by the Treasurer and confirmed prior to the meeting by external, independent auditors;
- d. Announcement of any changes with respect to Dues for the following Club year;
- e. Announcement of Standing Committees and their respective Chairpersons;
- f. Discussion and membership voting on any proposals, amendments to the “Constitution” and/or other business requiring approval by the Full membership;
- g. Consideration and discussion of any issues raised by any Club members during the AGM.

As meeting time permits, all such issues raised by any Club members will be considered. Should there be insufficient time during a meeting, the AICZ President has the right to call a vote to table any and/or all such raised issues for later discussion and consideration in a regular EC meeting.

For purposes of conducting business at the AGM, a quorum is defined as a simple majority of the Full Members attending the AGM. Matters submitted for vote at the AGM shall be considered passed when positively affirmed by a simple majority of the Full membership in attendance.

Section 2: Extraordinary General Meetings ("EGM"s)

Extraordinary General Meetings ("EGM"s) may be convened by majority decision of the EC or upon request submitted to the EC at any time during the year from twenty percent (20%) of the Full membership.

An Agenda iterating all known, expected EGM business will be prepared and sent to the membership a minimum of two (2) weeks prior to the meeting date.

For purposes of conducting business at the EGM, a quorum is defined as a simple majority of the Full membership attending the EGM.

Matters submitted for vote at the EGM shall be considered passed when positively affirmed by a simple majority of the Full membership in attendance.

Section 3: Rules of Order

"Roberts Rules of Order Newly Revised" should be referred to on all questions of parliamentary procedure which are not otherwise covered within this document and/or within the AICZ "Policies and Procedures."

ARTICLE 6: FINANCIAL AFFAIRS

Section 1: Fiscal Year

The fiscal year of the AICZ shall align with the Club Year.

Section 2: Dues

Subsection 1: Annual Dues

The Executive Committee will approve annual Dues for Club membership ("Dues"). The EC is authorized to change the amount of annual Dues at any time as deemed necessary by a simple majority vote of the EC. A member who makes their annual Dues payment in a timely manner will remain a Club member.

Subsection 2: Non-Payment

The EC will maintain and refer to the AICZ "Policies & Procedures" regarding non-payment of Dues.

Subsection 3: Late Payment

In order for a person to be reinstated as a Club member, the Club may require payment of past annual Dues billed, including any applicable late Fee in whatever amount deemed appropriate by the EC at their sole discretion.

The EC will maintain and refer to the AICZ "Policies & Procedures" regarding Reinstatement of Membership.

Section 3: Club Event Fees

Subsection 1: Event Fee Payment

In consultation with the EC and especially the Club Treasurer, the Events Committee should determine the most convenient and easily manageable method for payment of event fees by event attendees.

Subsection 2: Event No Show Policy

The purpose of the no-show policy is to protect the Club when capital outlay is incurred in advance as based upon advance event registration.

Except at the sole discretion of the EC, prepaid event fees (e.g. registration fees) are non-refundable.

The EC will refer to the AICZ "Policies & Procedures" regarding charging event fees to registrants who fail to comply with the published cancelation policy, if any, of a particular event.

Section 4: Assets and Audit

Subsection 1: Accounts

The Treasurer will be accountable to the EC and will maintain AICZ financial accounts and financial account records. All financial account transactions are to be reported to the EC at EC meetings. The Treasurer will prepare and submit an annual budget to the EC. This budget will be subject to required approval by the EC. Additionally, the EC shall approve any expenditure not included within the approved annual budget. The AICZ accounting year will coincide with the calendar year, beginning therefore on 1 January and ending on 31 December.

Subsection 2: Assets

All monies received by the AICZ (e.g. Dues, event fees) shall be processed through AICZ accounts.

Subsection 3: Financial Review

AICZ financial affairs will be subject to an independent financial review by a qualified professional at least once annually, and more frequently if deemed necessary by the EC, or upon receipt of written request submitted to the EC at any time during the year from twenty percent (20%) of the Full members. Annual Financial Statements of the AICZ will be available to members upon request.

Subsection 4: Signatory List

The Finance Committee shall recommend a list of Officers, including the Treasurer, who have signature power on the financial accounts. This list will be known as the AICZ

Financial Signatory List. The Finance Committee shall specify limitations of each signatory by name and title. These recommendations shall be completed at the first meeting of the Finance Committee occurring each calendar year. This signatory list shall be submitted to and approved by the EC.

Subsection 5: EC and Committee Finances

The EC and all Club committees voluntarily assume the responsibility of running the AICZ and administering AICZ funds. They have no claims to AICZ funds and receive no compensation whatsoever. They may only claim out-of-pocket expenses incurred on behalf of the AICZ, which claim must be approved by the Treasurer.

Section 5: Financial Liabilities

All contracts and/or other obligations which bring financial burden to bear upon the Club must have Treasurer approval prior to being accepted.

ARTICLE 7: AMENDMENTS

Amendments or changes to this Constitution may be proposed in writing to the EC by any ten (10) or more Full Members. Amendments will be submitted to Full Members for discussion and consideration at the AGM, or an EGM, or through postal or electronic notification to each Full Member's last known address or email of record.

Proposed amendments will be approved for adoption by a two-thirds (2/3) majority of the Full members via written or electronic ballots

ARTICLE 8: CLUB DISSOLUTION

Dissolution of the AICZ, together with the disposition of Club assets, may be proposed by the EC subject to approval by secret ballot by 2/3 majority of the Full Members.

Secret ballots concerning Club dissolution must be mailed to Club members at their last known address at least forty-five (45) days prior to the proposed date of Club dissolution and completed ballots must be returned to the AICZ within thirty (30) days from mailing.

In case of Club dissolution, after payment of all known outstanding debts, remaining Club assets, if any, are to be given to a charitable organization(s) as chosen by vote at an EGM of the Club called by the President and EC. In case a quorum of the Full Members is not present at this EGM, then the President is to call a second EGM in a minimum of fifteen (15) days later, whereby simple majority of Full Members present at that subsequent EGM can dissolve the club at that meeting.

Club assets cannot be divided amongst the AICZ members or officers.

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