Courtesy Translation from German

BYLAWS
OF THE GERMAN SCHOOL SOCIETY
WASHINGTON, D.C.

PART I: NAME, LOCATION AND PURPOSE OF SOCIETY AND SCHOOL

§ 1: NAME AND LOCATION OF SOCIETY AND SCHOOL

The Society shall be named "German School Society Washington, D.C.". It shall be located in Potomac, Maryland, United States of America. The name of the school operated by the Society shall be "German International School Washington, D.C.".

§ 2: PURPOSE AND OBJECTIVE OF SOCIETY AND SCHOOL

(1) The Society's purpose shall be to establish and operate a school that provides a general education, including a preschool as well as a language school.

(2) The school's objective shall be to provide its students with an education that is aligned with the educational objectives and diplomas customary in the Federal Republic of Germany, and that is based on:

(a) the German language,

(b) a curriculum customary in the Federal Republic of Germany, and in agreement with the pertinent guidelines of the Conference of Ministers of Education of the German Länder [*Konferenz der Kultusminister der Länder*];

(c) the cultural foreign policy of the Federal Republic of Germany for German Schools abroad; and

(d) the applicable laws and regulations of the State of Maryland, to the extent required.

(3) The school offers a High School Diploma in accordance with the applicable laws of the State of Maryland. In addition, its students shall become familiar with the history, culture, and language of the United States of America.

The school shall promote interpersonal and cultural contacts and mutual understanding through regular and extracurricular school activities.

(4) In accordance with these objectives and its capacity limitations, the school shall be open to male and female students who are not German citizens but who possess an adequate knowledge of the German language. The school does not otherwise discriminate based on gender, race, religion or nationality.

(5) The organizational structure of the school shall be guided by these objectives and be more precisely determined in coordination with the German Federal Foreign Office and in collaboration with the Ambassador of the Federal Republic of Germany in Washington.

(6) The school's fiscal year shall start on July 1 and end on June 30.

(7) In addition, the Society may pursue activities of a charitable, educational, and scientific nature, which justify a tax exemption pursuant to Sec. 501 (c) (3) of the Internal Revenue Code of 1986 and are not in contradiction to this section of the Internal Revenue Code, as long as the activities serve the actual purpose of the Society (§ 2 (1)).

PART II: MEMBERSHIP

§ 3: MEMBERS

(1) One parent or one guardian must be a member of the Society in order for his/her child(ren) to be enrolled in the school or preschool. Membership in the Society shall be open to any natural person who

(a) is at least 18 years of age,
(b) generally has an adequate command of the German language,
(c) is in agreement with the Society's purpose as provided in § 2 of the Bylaws,
(d) pays a membership fee.

In order to be a member of the Society, a person shall be required to fulfill the obligations of membership that pertain to him/her and to accept all school regulations in force at the time.

(2) Any legal entity or natural person may be appointed as a sponsoring member of the Society with the right to vote. The person shall pay membership dues in an amount to be agreed upon with the Board of Directors. A sponsoring member may not be elected as an officer in the Society. A legal entity may send a representative who generally has an adequate command of the German language and is eligible to vote to Membership Meetings.

§ 4: ADMISSION

An application for admission to the Society and School shall be filed in writing with the Board of Directors by way of the School Administration. The Chair of the School's Board of Directors shall decide forthwith on a temporary admission to the Society and shall inform the Board during its next meeting. The Board of Directors shall make the definitive decision with respect to any admission.

§ 5: HONORARY MEMBERS

Any person who deserves special recognition for his/her services to the German International School, the German language or cultural relations between the Federal Republic of Germany and the United States of America may, with his/her consent and on recommendation of the Board of Directors, be appointed voting honorary member of the Society at a the Membership Meeting. An honorary member does not pay membership dues and may not be elected as an officer of the Society.

§ 6: TERMINATION OF MEMBERSHIP

(1) Membership shall be terminated

(a) by death, withdrawal, or exclusion of a member from the Society;

(b) if the Board of Directors, after having heard the party concerned, has found that the member no longer meets the requirements for membership, especially in regards to school tuition and membership dues;

(c) if the yearly membership fee due has not been paid by the end of the academic year after written reminder.

(2) Any notice of withdrawal shall be given to the Board in writing and will become effective at the end of the academic year.

§ 7: EXCLUSION

(1) The Board shall have the right to exclude any member by vote of the Board if he/she is damaging the reputation or interests of the Society through his/her behavior. Prior to any such vote, the member in question shall be given an opportunity to present his/her position. Any such vote shall require a two-thirds majority of the Board. The decision, and the reason for it, shall be communicated to the member in question.

(2) The member shall have the right to appeal this decision to the membership. The decision at the Membership Meeting shall be final.

PART III: MEMBERSHIP MEETINGS

§ 8: DATES OF MEMBERSHIP MEETINGS

The first regular Membership Meeting for any academic year shall be held during October/November, the second regular Membership Meeting shall be held during April/May. Further Membership Meetings may be convened by a decision of the Board of Directors or upon a motion of no less than one-fifth of the Society's members within four (4) weeks after such decision has been made or such motion has been received by the Board.

§ 9: CONVENING AND CONDUCTING THE MEMBERSHIP MEETING

The Chair of the Board of Directors shall convene the Membership Meeting and shall chair the meeting. The invitation shall be in writing and include the agenda and the minutes of the previous Membership Meeting, and shall be sent to all members at least three (3) weeks prior, or when a new Board of Directors is to be elected at least five (5)weeks prior to the date of the Membership Meeting. Reports, such as budget reports and proposals by members shall be distributed to all members at least ten (10) days prior to the date of the Membership Meeting. Proposals by members shall be sent to the Board at least five (5) days prior to the date of the Membership Meeting. These proposal shall be distributed to all members at least four (4) days prior to the Membership Meeting.

(1) In general, the deliberations of the Membership Meeting shall be conducted in German.

(2) Further details are specified in the Rules of Procedure (*Geschäftsordnung*) of the School Society.

§ 10: QUORUM

(1) A Membership Meeting shall be deemed to have a quorum and be able to vote on proposals if no less than one-eighth of the Society's membership is present. Absent members may not be represented by members who are present. Each family or similar partnership shall have one vote.

(2) If a Membership Meeting does not have a quorum, the Chair of the Board of Directors shall convene a new Membership Meeting, which shall take place within fourteen days. The Membership Meeting thus convened shall be deemed to have a quorum.

§ 11: DUTIES

The duties of the Membership Meeting are:

(1) To adopt the minutes of the previous Membership Meeting;

(2) To receive the report of the Chair of the Board of Directors;

(3) To receive the report of the Principal;

(4) To receive the report of the Chair of the Parent's Association;

(5) To receive the report of the auditor;

(6) To vote on the financial management and the annual statement of accounts for the preceding fiscal year;

(7) To vote on giving the Board formal approval for its actions [for the preceding fiscal year];

(8) To vote on the budget proposal presented by the Board for the new fiscal year;

(9) To vote on taking out a loan, unless the Board of Directors is authorized to make this decision pursuant to § 20 (2) 5. of the Bylaws;

(10) To vote on the amount of membership dues;

(11) To vote on any proposals of the Board the text of which was sent to the members with the invitation to the Membership Meeting in due time prior to the Membership Meeting. Proposals of the Board that are submitted at a later date may be debated or voted upon only with the approval of a majority of the members present;

(12) To vote on any proposals submitted by members which were received in writing by the Board at least 5 (five)days prior to the date of the Membership Meeting;

(13) To vote on any amendments or supplements to the Bylaws;

(14) To vote on the Rules of Procedure of the School Society;

(15) To elect members of the Board of Directors;

(16) To elect the auditor;

(17) To vote on any appointments of honorary members;

(18) To vote on appeals against exclusion in accordance with § 7 (2) of the Bylaws.

§ 12: VOTING

(1) Unless otherwise provided, the Membership Meeting shall make its decisions by a simple majority of all valid votes cast that are not abstentions. In case of a tie, a proposal shall be deemed to have been rejected.

(2) In general votes are held in public. However, upon request of a present member votes can be held in secret.

(2) Principals, teachers, and employees of the school and their family members shall not be entitled to vote in the election and formal approval of the actions of the Board.

§ 13: MINUTES

(1) A written record shall be kept of the proceedings, which shall be signed by the Chair of the Membership Meeting and the recording secretary.

(2) The Chair of the Board of Directors shall arrange to have the minutes distributed to all members and to the ambassador of the Federal Republic of Germany in Washington, at the latest when the invitation to the next Membership Meeting is sent out. Any proposals to amend the minutes shall be recorded by the Chair and shall be discussed at the next Membership Meeting.

PART IV: BOARD OF DIRECTORS

§ 14: BOARD MEMBERS AND REGULAR PARTICIPANTS AT BOARD MEETINGS

(1) The Board shall generally be composed of nine members, but in no event of less than six persons. Any member of the School Society shall be eligible for election to the Board. Employees of the school, their family members, and students of the school shall be ineligible for election to the Board of Directors. If a member of the Parents' Association, or his/her spouse, is elected to the Board of Directors, he/she shall resign from his/her mandate in the Parents' Association immediately upon accepting election to the Board of Directors.

(2) The Ambassador of the Federal Republic of Germany in Washington and the Principal or their representatives shall participate in meetings of the Board of Directors in an advisory capacity.

(3) The Chair of the Parents' Association and the Chair of the Employees' Association's Trustee Council shall participate in meetings of the Board of Directors in an advisory capacity. They shall not be present during confidential deliberations or discussions of personnel/staff issues, but they shall have an opportunity to comment on such matters. The Board decides on a closed session by a simple majority vote.

§ 15: ADDITIONAL PARTICIPANTS AT BOARD MEETINGS

The Board of Directors may decide to have additional persons participate in an advisory capacity in Board meetings or on specific issues of the agenda.

§ 16: TERMS OF OFFICE AND SUCCESSION

(1) A member of the Board of Directors shall be in office for a term of three years beginning with his/her acceptance of his/her election. Each member of the Board of Directors shall be elected as an individual.
Members of the Board may be reelected twice. Elections for the Board of Directors shall be held during the second regular Membership Meeting of the academic year.
Further details are specified in the Rules of Procedure of the School Society.

(2) If a Board member resigns before his/her term of office expires, the Board may co-opt a member as a replacement. The Board shall notify the membership accordingly within fourteen days. The co-opted Board member shall be a candidate for election to the Board during the next date for elections.

During each term the Board may replace no more than three members by co-option.

(3) The terms of office of the entire Board of Directors shall end if the Membership Meeting refuses to give formal approval to the Board's action [for the preceding year]. In such an event, or if the entire Board of Directors resigns, the Ambassador of the Federal Republic of Germany shall appoint a manager who shall perform the functions of the Board of Directors until a new Board is elected. The manager shall promptly convene a Membership Meeting, which shall take place within seven academic weeks after the meeting has been called.

§ 17: OFFICES AND RULES OF PROCEDURE

(1) The Board of Directors shall elect a Chair, a Treasurer, a Secretary, and their deputies from among its members. The Chair of the Board of Directors shall be the Chair of the School Society.

(2) If the Chair, Treasurer, or Secretary resigns from the Board of Directors, such vacancy shall be filled. No co-option shall be required for this purpose.

(3) The Board of Directors shall adopt its own Rules of Procedure.

§ 18: DECISIONS AND QUORUM

(1) The Board of Directors shall usually make its decisions during Board meetings. Such Board decisions shall require a majority of valid votes cast that are not abstentions. If there is a tie the Chair's vote shall break the tie.

(2) A quorum shall exist when at least half of the Board members are present for a meeting. If less than half of the Board members are present, and if it is necessary to decide on issues that were announced in the agenda and cannot be delayed, the Board members who are present shall deliberate and vote on such issues. Then, the Chair shall obtain the votes of additional Board members by a written canvassing. The decision shall become effective when more than half the Board members have given their consent. The Chair shall report [the results] during the next Board meeting.

(3) Any issues (except for matters relating to the Principal, or the professional situation of a teacher, or issues of potentially significant financial implications) that, when applying a strict standard, require action without delay may be decided between Board meetings. Such decision shall require the written consent of more than half the Board members. The Chair shall promptly inform the Board members and those meeting participants specified in § 14 (2) of the Bylaws.

(4) If the Board of Directors loses its quorum as a result of Board members' having left, a Membership Meeting shall be convened without delay in order to elect the necessary number of new Board members for the remaining term of office. Any Membership Meeting thus convened may also deal with other items on the agenda.

§ 19: CONVOCATION AND MEETINGS

Invitations to meetings of the Board of Directors shall be issued by the Board Chair at least one week prior to a meeting. The agenda shall be distributed to members and participants of the Board meetings at least three days prior to a meeting. If three members of the Board, the Ambassador of the Federal Republic of Germany in Washington, or the Principal so propose, the Chair shall call a Board meeting within one week.
The Chair may convene emergency meetings of the Board without delay or formality, in order to deliberate and decide on matters that permit no delay (matters relating to the Principal, or the professional situation of a teacher, or matters of potentially significant financial implications).

§ 20: DUTIES OF THE BOARD OF DIRECTORS

(1) The Board of Directors shall arrange all affairs of the School Society, except for those requiring a decision by the Membership Meeting.

(2) Specifically, the Board shall perform the following duties:

1. To select, hire and dismiss the Principal of the School;

2. To hire and dismiss teachers and other employees of the school; to make preliminary local decisions regarding employment contracts for teachers assigned by the German Central Office for German Schools Abroad [*Zentralstelle für das Auslandsschulwesen*] of the German Federal Administrative Office [*Bundesverwaltungsamt*] in Cologne, in cooperation with the Principal as provided in the procedures set forth in his/her service regulations;

3. To vote on the organizational structure of the school while taking the jurisdiction of the German Federal Foreign Office and the Ambassador of the Federal Republic of Germany in Washington into account;

4. To consult on, and prepare a budget proposal for the new academic year, while giving due consideration to the requirements for obtaining government support by the Federal Republic of Germany;

5. To provide the necessary funds for the school [and] to monitor adherence to the budget plan. The Board of Directors shall decide on taking out a loan. Any loan or loans , individually or in their aggregate, may exceed one-twelfth of the annual budget of the School Society only if the Membership Meeting so approves;

6. To represent the School Society internally and externally, especially to represent the Society in court and non-judicial proceedings vis-à-vis its members, the Principal, teachers and other employees of the school; and to make and receive legal commitments and to perform any legal transaction on behalf of the School Society; and also to represent the School Society in the media and at publicity events;

7. To decide on applications for a reduction of school tuition fees;

8. To convene the Membership Meeting and to prepare its agenda;

9. To decide on the admission of members to the School Society and their exclusion from it;

10. To implement the school regulations submitted by the Principal, in particular:

    (a) The Service Regulations of the Principal [*Dienstordnung*];

    (b) The Regulations for teachers;

    (c) The Policy for the admission of students;

    (d) The School Regulations and House Rules;

    and any other necessary regulations;

11. To decide on disciplinary measures to the extent provided by school regulations.

12. To implement the decisions adopted by the Membership Meetings.

(1) Decisions affecting the scope and type of support by the German government shall be made in agreement with the Ambassador of the Federal Republic of Germany in Washington.

(2) The Board of Directors shall arrange the organizational affairs of the school in consultation with the Principal, whose duties and authority in the educational and administrative matters are specified in his/her service regulations [*Dienstordnung*].

§ 21: LEGAL TRANSACTIONS

Any legal transaction on behalf of the School Society shall require a decision by the Board of Directors to that effect. Any such document shall require signature by the Board Chair, [or] in his/her absence by his/her deputy, and one other Board member in order to be legally binding.

If such action may impact the scope and type of support by the Federal Republic of Germany, it shall be required to obtain the prior concurrence of the Ambassador of the Federal Republic of Germany shall be required.

Any documents concerning issues affecting the Principal's area of responsibility shall be made available to him/her for his/her information.

§ 22: LIABILITY

(1) The school shall be liable with the assets of the School Society for any liabilities of the school.

(2) Members of the Board of Directors shall be held liable only in cases of gross negligence and criminal intent.

(3) If a former or present member of the Board of Directors is sued as part of a case brought against the school or by the school, the school shall assume the cost of such case to the extent permissible under laws of the State of Maryland.

PART V: MISCELLANEOUS PROVISIONS

§ 23 RIGHTS AND DUTIES OF THE PRINCIPAL

The rights and duties of the Principal, in particular his/her participation in personnel decisions by the Board of Directors, shall be those defined in his/her employment contract, service regulations, the school regulations and conference regulations [*Konferenzordnung*].

§ 24: PARTICIPATION OF TEACHERS, PARENTS AND STUDENTS

The Board of Directors of the School and the Principal shall ensure that teachers, students and parents are allowed appropriate participation and involvement in the life of the school in accordance with the regulations in effect for the School.

§ 25: AUDITING

(1) The Membership Meeting shall elect an auditor who shall monitor the entire financial administration, in particular the cash accounting, and the adherence to the budget plan, and who shall examine the annual financial statement of accounts after its preparation.

(2) The auditor shall be elected for a term of one year. Reelection is allowed.

§ 26: SPECIAL TIES OF THE SCHOOL SOCIETY AND SCHOOL

Ties of a special nature exist between the School Society and School vis-à-vis:

(a) The German Federal Foreign Office, and the Central Office for German Schools Abroad of the German Federal Administrative Agency [*Bundesverwaltungsamt, Zentralstelle für das Auslandsschulwesen]*, with respect to the requirements for obtaining financial support.

(b) The Conference of German Ministers of Education with respect to curricula, examinations, the recognition of the school in terms of the diplomas valid in the Federal Republic of Germany, and with respect to working conditions for teachers;

(c) The school authorities of the State of Maryland to the extent they act as educational authority.

§ 27: AMENDMENT OF BYLAWS

(1) The Bylaws may be amended on the recommendation of the Board of Directors by a vote of the Membership Meeting with a two-thirds majority of valid votes cast.

(2) An amendment of the Bylaws shall require the concurrence of the German Federal Foreign Office.

§ 28: DISSOLUTION OF THE SOCIETY

(1) The Society may be dissolved with the consent of three-fourths of all members eligible to vote.

(2) A special Board of Directors shall be elected to effect liquidation. If this is not possible, the Ambassador of the Federal Republic of Germany shall appoint a liquidator. To the extent no rights of the Federal Republic of Germany are affected, any assets of the Society shall be converted to cash by three persons so instructed by the Board of Directors.

(3) After deduction of the appropriate costs of liquidation, the funds resulting from liquidation shall be turned over to the Federal Republic of Germany with the proviso that they shall be kept available for a period of ten years for the purpose of establishing a new German School in the same location. The proceeds shall not be distributed to the members of the Society. After such period has expired, the funds shall be used by the German Federal Foreign Office for other German Schools Abroad, principally in the United States of America.

§ 29: FINAL PROVISIONS/Transitional Provisions

(1) After adoption by the Membership Meeting on November 19, 2008 and after review by the German Federal Foreign Office, these Bylaws shall enter into force and replace the Bylaws that have been in effect until that time.

(2) The rights of the current members of the Board of Directors shall remain unaffected by the changes in the Bylaws.

(3) The School Society shall be subject to the laws of the host country only to the extent required by law; in all other areas, it shall be subject to the laws of the Federal Republic of Germany.

(4) If there are irreconcilable differences concerning the application and interpretation of the Bylaws, the Ambassador of the Federal Republic of Germany in Washington shall be asked to mediate in accordance with customary procedures. His/her decision shall be binding.

(5) The Ambassador of the Federal Republic of Germany in Washington may delegate performance of his functions under these Bylaws.

The Board of Directors:

---------- ----------

Sebastian Molineus
Chair of the Board of Directors

Kim O'Neill
Secretary of the Board of Directors