

CORPORATE BYLAWS

of

Goethe Community Trust, Inc., a Vermont Nonprofit Corporation

Preamble: Goethe Community Trust is organized as a public benefit nonprofit corporation. It was originally established as GOETHE LODGE 592 D.O.H. in 1891 as the Vermont Chapter of Der Deutsche Orden der Harugari (D.O.H.), or the German Order of Harugari, a national German-American mutual benefit and cultural association founded in New York City in 1847. Early meetings took place in members' homes until the building at 20 Crowley Street was built in 1905. Located in the heart of what was the German immigrant community in Burlington, The Goethe Lodge was part of a national organization that included 30,000 members in 300 lodges in 27 states. It was one of the first secret societies to admit women, starting in 1890.

The Germanic nature of the club and neighborhood changed in the post-World War years and the development of television did much to lessen the draw of neighborhood social clubs. The Goethe Lodge, known in the community as the "German Club", continued and adjusted to the changing cultural landscape and neighborhood, eventually removing a German-descent requirement for membership and, in 1994, adding "The Samuel de Champlain Club" (aka "Champlain Club") to its name.

Research indicates that Goethe Community Trust is likely one of two remaining former-D.O.H. lodges still in use as a community space, the other one being the Harugari Singing Society & German/American Club in West Haven, Connecticut.

In 2021, the community changed its corporate name to Goethe Community Trust and became a 501(c)3 nonprofit community center.

Article 1. Name

The name of the Corporation shall be "Goethe Community Trust, Inc."

Article 2. Purposes

Section 1. Nonprofit Purpose. This Corporation is organized exclusively for charitable purposes.

The Corporation is not for profit and is organized for the promotion of the social welfare and the furtherance of the public benefit, common good and general welfare of the residents of the State of Vermont. No member, director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Section 2. *Specific Purpose.* The purposes of the Corporation shall be to maintain the historic Goethe Lodge building at 20 Crowley Street in Burlington, Vermont as a community center, for the benefit and education of the public; to make the community center available for performance arts, dance, rehearsals, meetings and events for groups with common interests, celebrations, as a gathering place for immigrant and other underserved communities, and for other community activities.

Article 3: Office

The registered office of the Corporation shall be located at 20 Crowley Street, Burlington, VT 05401.

Article 4: Membership and Dues

Section 1: *Membership.* Membership is open to all willing to uphold the Membership Code of Conduct, as adopted by the Board of Directors and amended from time to time, and are welcome regardless of race, color, religion, ethnicity, gender identity, sexual orientation, national origin, citizenship status, age or disability.

Applications for membership may be accepted at any time.

Section 2. *Annual Dues.* Annual Membership dues are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.

All dues must be paid in full by the end of January. Should this not be the case the Member shall be deemed to be in arrears and may be dropped from the membership rolls. Members who have not paid dues may not be elected or cast votes at the Annual Meeting.

Dues for new members will be prorated by quarter, back to the beginning of the quarter. In no event will prorated dues exceed the amount of the regular annual dues. New members must pay dues no later than two (2) weeks following the date of their notification of acceptance into the Club.

Section 3. *Rights of Members.* Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to run for and hold a seat on the Board, run for and serve as an officer, and serve on standing or special committees.

Each member shall be eligible to cast one vote in corporate elections.

Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board, unless a member of the Board.

Section 4. *Resignation and Termination.* Any member may resign by filing a written resignation with the secretary. The Board may, at its discretion, terminate the membership of any person at any time, if doing so is fair and reasonable taking into consideration all of the relevant facts and circumstances, by returning that person's current dues. However, the Board may not terminate the membership of more than 10% of the members within a single calendar year.

Section 5. *Non-voting Membership.* The board shall have the authority to establish and define non-voting categories of membership.

Article 5: Meetings of the Membership

Section 1: *Annual Meeting.* The Annual Meeting of the Membership shall be held each year in the first quarter of the calendar year pursuant to Article 16. The Annual meeting will include the election of Board members and the transaction of any necessary business.

Section 2: *Special Meetings.* Special meetings of the membership will be held requested by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 5% of the membership. Special meetings shall be held and noticed pursuant to Article 16.

At least 10 days' notice of the annual or any special meeting shall be given.

Section 3: *Quorum.* The quorum for transaction of business is 5% of the membership.

A majority vote of those voting is necessary to transact any business brought before the membership, including the election of Board members, except as otherwise noted in these bylaws.

Article 6: Board of Directors

Section 1. *Powers.* The business and affairs of the Corporation shall be managed by the Board of Directors (the "Board"). Committees may exercise any of the authority of the Board as set out in Article 7.

Section 2. *Number, Tenure, and Qualifications.* The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than thirteen (13) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer (collectively, the "Executive Committee"). All Directors shall be individuals.

A Nominating Committee will be appointed annually by the Board to recruit and field nominations for Directors to be voted on at the Annual Meeting of Members. The Nominating Committee shall have a majority of non-Board members.

Directors shall serve for a term of three years for a maximum of three consecutive terms; after a year off, a Member may be permitted to return as a Director if selected by the nominating committee and elected by the Members or appointed pursuant to Section 8 of this Article.

Terms will be staggered so that, for instance, approximately one-third of the board is up for reelection each year. In the initial election under these bylaws, those elected will be randomly divided into three cohorts serving one, two, or three year terms.

Before assuming office, all elected and appointed officers must be Members in good standing.

Section 3. *Regular Board Meetings.*

Apart from the annual meeting and special meetings, the Board will have at least two regular meetings per year held pursuant to Article 16. Each member of the Board of Directors shall attend all regular meetings.

The Board may provide, by resolution, the time for holding additional regular meetings without other notice than such resolution, and shall otherwise be held pursuant to Article 16.

Participants in corporation activities, whether or not they are Members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the corporation.

Section 4. *Special Board Meetings:* Special meetings of the Board may be called by or at the request of the President or any two Directors, and shall be held pursuant to Article 16. Directors may participate in special meetings as they may regular meetings.

Notice of any special meeting shall be given at least 10 days before the time fixed for the meeting.

Section 5. *Quorum.* The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. A majority of those Board members present is necessary to transact any business brought before the Board, unless the act of a greater number is required by law or by these by-laws.

Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board at a duly warned and held meeting of the Board. Each action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

Section 6. Voting. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting.

Section 7: Election of Directors. At the annual meeting as specified above, Directors shall be elected for a term of three (3) years. The method of voting and winning threshold shall be established by the Board prior to the forming of the annual Nominating Committee.

Whether or not the Director's term is over, each Director shall serve until the election of their successor or until there is a decrease in the number of director seats by action of the Board.

Section 8. Vacancies. The Board shall, at all times, consist of the individuals holding the offices specified in Article 5, Section 2 of these bylaws.

Should there be a vacancy in one of these offices, the Board may fill it by an affirmative vote of the majority of the remaining Directors though such a vote would be less than a normal quorum of the Board.

A Director elected to fill such a vacancy shall complete the remaining term of the Director they replaced.

Section 9. Removal of Directors. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of a two-thirds majority of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby.

Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

An officer who has been removed as a member of the Board of Directors shall automatically be removed from that office as well.

A Director who has been removed pursuant to this Section shall remain a member of the corporation unless their membership is terminated pursuant to Article 4, Section 4.

Section 10. Parliamentary Procedure. Meetings of the Board shall be run inclusively and efficiently, seeking consensus where practical. If deemed beneficial by a majority of Board members attending, Robert's Rules of Order or some alternate guide for parliamentary procedure may be used during a particular meeting.

Article 7. Officers

Section 1. Officers.

The Corporation shall have a President, Vice President, Secretary, and Treasurer.

The same individual may simultaneously hold more than one office, except that a person may not simultaneously hold the office of President and Secretary, or of President and Vice President.

All officers must have the status of active members of the Board.

The officers shall be elected by the Board at a special Board Organizational Meeting held immediately following the annual Membership meeting or at the next board meeting at which new Directors were elected.

Each officer shall serve for a term of one year or until their successor is elected.

Officers shall be eligible to succeed themselves in their respective offices for an unlimited number of terms, up to the three three-year Board member term limit. The officers serve at the pleasure of the Board, the Board may remove any officer by a majority vote of the entire Board at any properly called Board meeting.

Section 2. *President.* The President shall be the Chief Executive Officer of the Corporation and shall preside as Chair at all meetings of the Board of Directors and of the Members. The President shall see that the rules of order and decorum are properly enforced in all deliberations of the Corporation, and shall sign the approved minutes of each meeting. The President shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The President shall perform such other duties as the Board of Directors may direct.

Section 3. *Vice President.* The Vice President shall perform the duties of the President in the absence or disability of the President, and shall perform such other duties as the Board of Directors may direct.

Section 4. *Secretary.* The Secretary shall make certain that minutes are kept of all meetings of the Board of Directors and of the Members; shall attend all sessions of the Board of Directors; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board of Directors.

Section 4. *Treasurer.* The Treasurer shall supervise all the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.

Article 8. Committees

Section 1. *Ad Hoc or Special Committees.* The board may create one or more committees and appoint members of the board to serve on them. Each committee shall have two or more members, who serve at the pleasure of the board of directors. Committees must have at least one Director and may include both Members and Directors. A majority of the board shall appoint committee members. The chairperson of each committee shall report all activities to the board of directors at each meeting of the board.

Section 2: *Standing committees.*

Section 2.1. *Executive Committee.* The four officers serve as the members of the Executive Committee.

Except for the power to remove Directors and amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of at least three of its members must be present for the Executive Committee to act.

The Executive Committee may be convened at any time between meetings of the board of directors by the President or by any two members of the Committee upon electronic, oral, or other notice to all of its members.

The functioning of the Executive Committee shall not operate to relieve the Board of its legal responsibilities in the oversight of the Corporation.

Note of explanation: The Board is responsible for overall direction of the nonprofit, big picture mission and strategy, etc. The Executive Committee is responsible for day-to-day management, and will meet more frequently. The Executive Committee should have a budget management function, for example by authorizing certain officers to spend money under certain circumstances, then regularly reviewing those expenditures to ensure they are proper. Other committees will also have authority for certain day-to-day functions.

Section 2.2. *Facility Use Committee.* The Facility Use Committee shall be responsible for managing all communication and coordination with users of the property, scheduling events, ensuring that users understand and comply with terms of use, and any other duties assigned by the board of directors.

Section 2.3. *Fundraising Committee.* Chaired by the Treasurer, the fundraising committee shall be responsible for all matters pertaining to fundraising.

Section 2.4. *Building and Property Committee.* The Building and Property Committee shall be responsible for the physical maintenance and repair of all property and equipment.

Section 2.5. Nominating Committee. The Nominating Committee shall field nominations for Directors and Officers and choose a slate of Directors for the members to vote on.

Article 9. Corporate Staff

Section 1: Executive Director. The Board of Directors may hire an Executive Director who shall serve at the will of the Board.

The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.

No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee.

The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause.

Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

A Member may not serve as both a Board member and Executive Director at the same time. If a Board member is appointed and accepts the position of Executive Director, their service as Board member immediately ceases. The current Executive Director may not be nominated for a Board election.

Article 10. Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Board may authorize the President and any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 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. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the President or a duly-elected Officer of the Corporation, in such manner as from time to time shall be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, credit unions or other depositories as the Board shall select.

Article 11. Fiscal Year.

The fiscal year of the Corporation shall be January 1 to December 31.

Article 12. Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted at the Annual Meeting or at a Special meeting of the members by two-thirds majority vote of those voting, with a quorum of at least 5% of Members in attendance.

Article 13. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors.

Article 14. Dissolution or Sale of Assets

A two-thirds majority vote at the Annual Meeting or a Special Meeting of the Members with a quorum of 10% of members present shall be required to sell or mortgage assets of the Corporation not in the regular course of business or to dissolve the Corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or shall be paid or distributed to any Member, Director, or Officer of the Corporation, or to any private individual.

Article 15: Indemnification

Section 1. General. To the full extent authorized under the laws of Vermont, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or

having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. *Expenses.* Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article 16: Meetings and notice

Section 1: *Meetings.* All member, board, committee, and other meetings shall be held either at the Goethe Lodge building at 20 Crowley Street in Burlington, or at any other location determined by the board; or by means of any electronic or telecommunications mechanism, including video-conferencing telecommunication. When a meeting is held at the Goethe Lodge building, participants may participate in person or remotely by video or telephone. Any person participating in a meeting by remote means is deemed to be present in person for all purposes, including for determining a quorum and voting.

The location and remote platform of all meetings shall be stated in every notice of a meeting or board resolution scheduling a meeting.

Section 2: *Notice.* Notice of annual meetings, regular board meetings, and special meetings shall be sent to all members by e-mail, or by first-class mail if a member's e-mail address is unavailable. Where notice is by first-class mail, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the notice period.

Notice of an annual meeting must include a description of any matter or matters which must be approved by the members, and notice of a special meeting must include a description of the matter or matters for which the meeting is called.

Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice of such meeting.

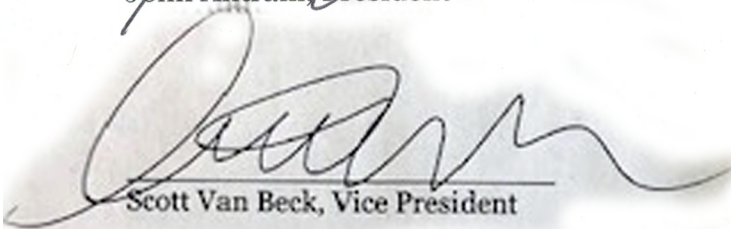
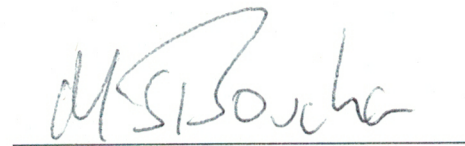
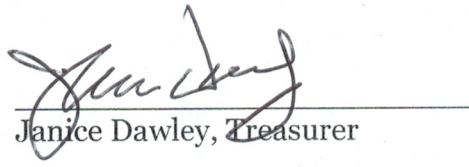
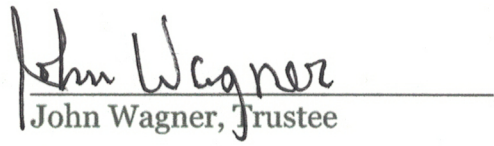
Section 3: Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Any waiver must be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Alternatively, the attendance of a member or director at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Adopted by a majority vote of the members of Goethe Community Trust this 28th day of October, 2021, at Burlington, Vermont.

Goethe Community Trust, Inc.

BOARD OF DIRECTORS


John Antram, President
Christina Erickson, Trustee
Scott Van Beck, Vice President
Michael Boucher, Trustee
Janice Dawley, Treasurer
John Wagner, Trustee
Constance Kent, Secretary