

CODE OF REGULATIONS
OF
TRI-STATE GERMAN-AMERICAN SCHOOL SOCIETY
OF CINCINNATI, OHIO

MISSION STATEMENT: To provide the opportunity for greater Cincinnati area children and adults to become familiar with the language, history, culture, social and business customs, and traditions of German speaking countries.

ARTICLE I

MEMBERS

1. The Corporation shall do business under the name "Tristate German School."
2. The Corporation shall have two (2) classes of membership: (a) regular members and (b) associate members.
3. **Regular Membership.** Regular members shall be any persons who pay the membership dues of the Corporation and subscribe to the purposes of the Corporation as outlined in its Articles of Incorporation. Regular members may be suspended or expelled with cause from their regular membership by a majority vote of the Board of Trustees of the Corporation, with notice to such regular members and such action shall be final.
4. **Associate Membership.** Associate membership would include any and all faculty and staff members and any person elected to such membership by a majority vote of the Board of Trustees of the Corporation.

ARTICLE II

DUES

The membership dues for regular members shall be established by the Board of Trustees of the Corporation and reviewed periodically.

ARTICLE III

MEETINGS AND ELECTIONS

1. The Corporation shall hold its annual meeting in the spring of each year at a time and place to be determined by the Board of Trustees of the Corporation.

2. Regular meetings, in addition to the annual meeting, may be held at the discretion of the Board of the Trustees with notice to the general membership of, at least, one school session prior to the meeting date.
3. Special meetings of the Corporation may be called at any time by the president of the Corporation. The agenda of the special meeting will be limited to the said purposes in the prior notification.
4. Notice of the time and place of the annual meeting shall be given to all members prior to such meeting.
5. No annual, regular or special meeting shall be conducted outside the geographic limits of Greater Cincinnati.
6. "Each Regular Member and Associate of the Corporation shall be entitled to one (1) vote at any annual, regular or special meeting, and may vote in person when circumstances allow in person meetings. The Board of Trustees may choose to conduct elections using electronic or other means."

ARTICLE IV

FISCAL YEAR AND SCHOOL YEAR

1. The fiscal year of the Corporation shall begin September 1st, and shall end August 31th, of the following year.
2. The school year shall begin no earlier than September 1st, and shall end no later than May 30th, of the following year.

ARTICLE V

TRUSTEES

1. The management of the Corporation, its affairs, finances and property shall be entrusted to the Board of Trustees.
2. The Board of Trustees shall be comprised of nine (9) Trustees, all of whom shall be Regular Members of the Corporation and shall be elected by the Regular and Associate members at the annual meeting.
3. Any Associate Member elected to the Board of Trustees must become a Regular Member and pay the annual membership dues to fulfill his or her regular duties.
4. **Election.** At each annual meeting three (3) Trustees shall be elected for a period of three (3) years.

5. "In the event that a Trustee resigns, is removed from the Board or is otherwise no longer able to serve, a majority of the Board of Trustees shall elect a temporary trustee to the vacated position. That temporary Trustee shall serve for the remainder of the term of the former Trustee.

No more than three (3) trustees shall serve on a temporary basis. In the event that more than three (3) Trustee offices should become vacant, the President of the Board of Trustees shall call a special election of the membership to fill the remainder of the term(s) of the fourth (or additional) vacant position(s) at the earliest opportunity.

6. **Meetings.** Meetings of the Board of Trustees shall be held at a time and place to be determined by the members of the Board of Trustees or on call of the President.
7. **Quorum.** A simple majority of the Board of Trustees shall constitute a quorum for the transaction of the business of any meeting of the Board of Trustees.
8. **Attendance.** All Board of Trustees members are required to attend a minimum of 50% of the regular scheduled Board Meetings unless his or her absence has been excused for extenuating circumstances.
9. Any Board member is obligated to refuse voting on any item involving a conflict of interest.

ARTICLE VI

OFFICERS

1. The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Trustees from among its members and who shall serve as such officers for one (1) year and until their successors are elected and qualified.
2. Any officer may be removed, with cause, by a vote of two-thirds (2/3) of the members of the Board of Trustees.
3. The President, and in his or her absence, the Vice President, shall preside at all meetings of the Corporation and at all meetings of the Board of Trustees, and shall discharge all other duties as may be assigned from time to time by the Board of Trustees; and, in general, shall discharge all duties incident to the office.

4. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Trustees, and shall keep the record of the Corporation. The Secretary shall see that all notices are duly given in accordance with the provisions of this Code of Regulations. The Secretary shall discharge all other duties as may be assigned from time to time by the Board of Trustees; and, in general, shall discharge all duties incident to the office.
5. The Treasurer shall keep and maintain all financial records of the Corporation and be responsible for the funds of the Corporation; shall make such reports as the Board of Trustees may require; and, in general, shall discharge all duties incident to the office.
6. The President shall be empowered to appoint delegates represent the Corporation at meetings of the German-American Citizens League of Cincinnati, said delegates to be either regular or associate members of the Corporation.

ARTICLE VII

APPOINTMENT OF COMMITTEES

The President or the Board of Trustees shall appoint such committees, as it shall deem necessary and desirable.

ARTICLE VIII

This Code of Regulation may be amended, supplemented or replace by a two-thirds (2/3) vote of the Regular and Associate Members present at a special meeting called for that purpose or at any annual or regular meeting of the members, provided notice has been properly given.

ARTICLE IX

All present members of the Corporation shall, by virtue of their membership, expressly consent and agree to the conditions as specified in the Articles of Incorporation in this Code of Regulation.

As amended July 15, 2026.