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REGISTRATION UNIT
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SECTION
CRIMINAL DIVISION

BY-LAWS
OF
THE GERMAN AMERICAN CHAMBER OF COMMERCE
OF THE PACIFIC COAST

ARTICLE I.

NAME OF THE ORGANIZATION

The name of this organization is the "German American Chamber of Commerce of the Pacific Coast."
(hereinafter called the "Chamber").

ARTICLE II.

OBJECTS

The objects of the Chamber are:

- a. In general to further and promote trade between Germany and the United States in any lawful manner and to improve, extend and place it upon a safe and permanent foundation.
- b. To develop a closer and more intimate relationship among its members or their mutual benefit.
- c. To locate and investigate United States and German markets, producers, buyers, consumers and brokers and to aid its members in making contacts therewith; to study sources of supply, brands, quantity and prices of supplies of all kinds required by its members in their businesses and to compile, record and distribute data and all useful information to its members; to investigate and inform its members on freight rates, dockage and terminal charges and all

other transportation problems; to procure and furnish to its members all other information pertaining to trade customs and usages both in the United States and in Germany.

ARTICLE III.

MEMBERSHIP

Section 1. ELIGIBILITY AND ELECTION. Any individual, firm, corporation or association interested either directly or indirectly in trade and commerce between the United States and Germany shall be eligible for membership and shall become a member upon election by the Board of Directors either by written ballot or at any regular or special meetings. The Board may prescribe forms for use in applications for membership.

Section 2. DUES. The amount of the annual dues to be paid by the members as a condition of membership shall be fixed from time to time by vote of the Board of Directors, and the payment of such dues shall entitle each member to all publications issued by the Chamber.

Section 3. HONORARY MEMBERSHIP. Honorary membership may be conferred upon any individual in recognition of meritorious service to the public or the Chamber. The election of an Honorary Member shall require the affirmative vote of two-thirds of the entire Board of Directors and an Honorary Member shall not be elected unless at least ten days' written notice of the proposed action shall have been given to each member of the Board of Directors. Honorary members shall have all the privileges of regular members but pay no dues.

Section 4. TERMINATION OF MEMBERSHIP.

Any member not in arrears in the payment of dues, not otherwise in debt to the corporation may resign. A member may be suspended for a period, or expelled for cause such as violation of the by-laws, or rules of the Chamber, or for conduct prejudicial to the best interests of the Chamber. Such suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his or its last recorded address at least 30 days before final action is taken on such charges; such statements shall be accompanied by a notice of the time when and the place where the Board of Directors is to take action on such charges, and provided further that said member shall have been given an opportunity to present a written or an oral defense to the charges at the time and place mentioned in such notice.

ARTICLE IV.

MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Chamber for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held not later than March 31 at such time and place as may be determined by the Board of Directors or by the Secretary subject to the consent of the Executive Committee.

Section 2. SPECIAL MEETINGS. Special meetings of the Chamber may be called by the Chairman, the President, the

Executive Committee or upon written request signed by five Directors of the Chamber or by twenty-five members.

Section 3. NOTICE OF MEETING. Written notice of the annual or any special meeting, signed in the name of an authorized officer, stating the purpose or purposes for which the meeting is called and the time when and the place where it is to be held, shall be sent by mail to each member at his last known address not less than twenty days nor more than thirty days before the meeting.

Section 4. QUORUM. Seventy-five members or 1/3 of the membership, whichever is less, present in person or by proxy shall constitute a quorum for the transaction of business.

Section 5. PROXY. Every member may vote in proxy. Proxies shall be in writing; they are revocable at will in writing.

ARTICLE V.

BOARD OF SPONSORS

In order to foster close relations between the German and United States economy, there shall be a Board of Sponsors consisting of leading American and German personalities in the commercial, financial and industrial life of both countries. The Board of Sponsors shall promote the work of the Chamber and shall meet from time to time for an exchange of views on matters relating to the promoting of international good will and commerce between the two countries and shall from time to time advise the Board of

Directors on matters of outstanding importance to such commercial relations.

The Board of Sponsors shall themselves determine their organization and procedure and shall designate their own members in agreement with the Board of Directors of the Chamber.

ARTICLE VI.

DIRECTORS

Section 1. MANAGEMENT AND NUMBER. The management and control of the property and affairs of the Chamber shall be vested in a board of 36 directors.

Section 2. QUALIFICATION. The directors must be individual members or representatives of corporate or firm members of the Chamber.

Section 3. ALTERNATE DIRECTORS. In view of the expected geographical dispersion and extensive travel performed by all directors, and their many absences from California, each director may appoint an alternate who may attend meetings in his place. Such alternate shall be entitled to participate in all deliberations, but he shall not be counted towards the establishment of a quorum, nor may he vote on matters that come before the Board.

Section 4. ELECTION. Directors shall be elected by ballot at each annual meeting of the Chamber or any special meeting and shall be divided into three classes, approximately equal in number, so that the terms of office of all the Directors of one class only expire each year and so that the terms of office of their successors shall be as many years as there are classes. The Board of Directors may fill vacancies on the Board caused by death, resignation or inability

to serve, such new Directors to serve during the unexpired terms of the Directors so replaced.

Section 5. MEETINGS OF THE DIRECTORS.

The annual meeting of the Directors shall be held immediately after the annual meeting of the Chamber at the place of such annual meeting without prior notice, and special meetings may be called by the President or the Secretary on three (3) days' notice in writing or by telephone. Special meetings of the Directors shall be called by the President or by the Secretary upon the written request of at least five (5) Directors and notice of such meeting shall be given to each Director in writing.

Section 6. QUORUM. Eight of the Directors entitled to vote shall constitute a quorum for the transaction of any business that may come before the Board of Directors, except as otherwise herein provided.

Section 7. HONORARY DIRECTORS. Former or retiring Directors may be elected as Honorary Directors by the Board of Directors. Such Honorary Directors shall have the right to attend all meetings of the Board of Directors, but shall have no vote.

ARTICLE VII.

COMMITTEES

Section 1. EXECUTIVE COMMITTEE. There shall be an Executive Committee to consist of six Directors of whom two shall be the Chairman of the Board and the President of the Chamber and of whom no more than three shall be representing members domiciled in Germany. The members of the Executive Committee

shall be elected annually by a majority of the entire Board. The Chairman or in his absence the President shall preside at all meetings.

The Executive Committee shall have the power to hold meetings at such time and places as it may think proper; to appoint committees on particular subjects; to audit bills and authorize payment of all properly incurred liabilities and in general, between the meetings of the Board to exercise the powers of the Board, subject to ratification of its actions by the Board of Directors at the next scheduled meeting.

Two-thirds of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 2. COMMITTEE ON NOMINATIONS. At a meeting of the Board of Directors in each year, but not less than thirty days prior to the annual meeting, the Board of Directors shall appoint a nominating committee of four Directors whose duty it will be to nominate candidates and the Secretary shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

It is expressly provided that two of the four members of the Nominating Committee shall represent members domiciled in Germany.

ARTICLE VIII.

OFFICERS

Section 1. ELECTION OF OFFICERS. At its annual meeting the Board of Directors shall elect a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer and a Secretary, all of whom must be Directors. They shall hold office until

the election and qualification of their successors. The same person may hold more than one office.

The Board shall appoint a Managing Director and may from time to time appoint other officers having such power and duties as the Board may assign to them.

Section 2. CHAIRMAN. The Chairman, or in his absence the President, shall preside at all meetings of the Chamber and of the Board of Directors.

Section 3. PRESIDENT. The President shall perform all duties usually pertaining to the office of the Chief Executive Officer, subject to the right of the Directors to delegate any specific power. At the annual meeting he shall present a report of the activities of the Chamber during the expiring year.

Section 4. VICE-PRESIDENTS. In the absence of the President, one of Vice-Presidents shall act in his place.

Section 5. TREASURER. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements and shall deposit all moneys and other valuable effects in the name and to the credit of the Chamber in such depositories as may be designated by the Board of Directors.

He shall disburse the funds of the Chamber as may be ordered by the Board of Directors or the Executive Committee, taking proper vouchers for such disbursements and shall render to the Annual Meeting of the Chamber, an account of all his transactions and of the financial condition of the Chamber. All financial records and statements of the Chamber shall be audited by qualified public accountants to be appointed by the Board of Directors at its Annual Meetings.

The fiscal year shall extend from the first of January to the 31st of December.

Section 6. SECRETARY. The Secretary shall have general charge of the records, documents and papers of the Chamber which do not pertain to the duties of other officers, and shall have custody of the corporate seal. He shall give the required notice of all meetings of members and the Board of Directors and record the minutes thereof in books to be kept for that purpose.

Section 7. MANAGING DIRECTOR. The Managing Director shall be responsible for the operation and management of the office of the Chamber and supervision of the work of all the members of the staff. He shall transact all the daily business, keep a list of the members of the Chamber, collect fees, dues and subscriptions and devote his full time to the affairs of the Chamber.

ARTICLE IX.

DISBURSEMENTS

All disbursements shall be made by check. All checks shall be signed in the manner and by such officers as the Board of Directors may designate.

ARTICLE X.

CORPORATE SEAL

The Chamber shall have a seal, circular in design, bearing the words: "German American Chamber of Commerce of the Pacific Coast". The seal shall be kept by the Secretary.

ARTICLE XI.
AMENDMENTS

These by-laws may be amended, repealed or altered in whole or in part at any annual or special meeting of the Chamber, provided that the proposed change shall be mentioned in the notice of the meeting.

Adopted by the Board as the by-laws of the corporation
at a special meeting of the Board of Directors held on
September 16, 1971