

Articles of Incorporation

The American Church in Berlin e.V.

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THE AMERICAN CHURCH IN BERLIN

at the Luther Church in Berlin-Schöneberg

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**Articles of Incorporation as an Association for the
“AMERICAN CHURCH IN BERLIN e.V.”**

Article 1 Name, Location and Fiscal Year

- (A) The Verein bears the name “THE AMERICAN CHURCH IN BERLIN.” It should be registered in the Vereinsregister; thereafter the name shall be the “AMERICAN CHURCH IN BERLIN e.V.”
- (B) The Verein is located in Berlin.
- (C) The Verein’s fiscal year is the calendar year.

Article 2 Purpose, Tasks, and Nonprofit Status

- (A) As a free Protestant congregation the Verein promotes religious, charitable and non-profit purposes solely.

The religious charter is realized primarily through the offering of events that communicate the Protestant faith. The aforementioned includes official acts such as baptisms, confirmation, weddings, and funerals.

The charitable charter is realized primarily through the promotion of multicultural, international, and interreligious toleration and understanding. The Verein endorses events such as concerts, lectures, neighborhood festivals, “Tage der offenen Tür”(Day of Open Door) events and other similar events and activities. Concerts should feature musicians from various countries and cultural circles, and endorse the building of bridges between cultures and nations. The general public is to be invited to lecture series with themes that include integration of foreigners, promotion of peaceful, international, and nonreligious groups. The goal of neighborhood festivals is among other things a focus on integration and the enrichment of society through the diversity of peoples, and the promotion of tolerance. Both through lectures and presentations as well as through the experience of differing cultures, customs and conventions, music and food the aforementioned goals are to be met. ACB serves as a venue for the general public at “Tage der offenen Tür” (Day of Open Door) events in order to introduce the Verein as an ecumenical, religious, multicultural, nonprofit, international institution with the intention to break down anxieties among others of contact with such institutions.

The charitable purposes of this Verein will be especially supported through the support of those in need according to paragraph 53 of the German Tax Code (§53 Abgabenordnung). This will be accomplished through financial and material help for charitable purposes both in Berlin and in other countries. For example, a home for handicapped children in Bangalore (India), the activities of the Berlin Rumanian Help, a project for those afflicted by AIDS in South Africa, a literacy program for women in Ethiopia and the participation in the Berlin “Laib und Seele” program for the distribution of food products.

- (B) The Verein pursues, exclusively and directly, public service and charitable objectives in the sense of “tax-favored objectives” of the fiscal code.
- (C) The Verein acts as a disinterested party. It does not primarily pursue its own economic interests.
- (D) The Verein is affiliated with the AMERICAN AND FOREIGN CHRISTIAN UNION (AFCU), and receives an operating grant from the AFCU. The Verein is also affiliated with the EVANGELICAL LUTHERAN CHURCH IN AMERICA (ELCA) for pastoral leadership and budget support. To sunder these affiliations requires a two-thirds majority vote from the Verein at two successive congregational meetings.
- (E) The Verein’s funds can only be used for purposes as described in these Articles. Members of the Verein do not receive any allocations from the Verein’s funds. No person may benefit from expenditures that are not connected with the purpose of the Verein or by extraordinarily high gratuities.

- (F) Should the Verein be dissolved or voided, or should the purpose no longer be valid, the assets will be transferred to the Vereinigte Evangelische Lutherische Kirche Deutschlands in Hannover.

Article 3 Membership

- (A) Any person who is a member of the AMERICAN CHURCH IN BERLIN may become a member of the Verein by signing a membership form.
- (1) A member in good standing may vote on Verein business if he or she has been confirmed or has attained the age of 16 years, except that persons under the age of 18 may only vote as provided in paragraph 107 of the German Civil Code (BGB).
- (2) The Church Council shall be responsible for maintaining the list of voting members. The Church Council may delete the names of members from the voting lists:
- (a) When it is known that a person has left the Berlin area and has failed to notify the Church Council, or
- (b) When a person has failed to participate in the life of the congregation over a period of six months. Every reasonable effort shall be made to inform members before removing their names from the list.
- (B) Upon the proposal of the Church Council, the General Assembly can appoint honorary members for life.
- (C) A member can cancel his or her membership at any time by providing a member of the Church Council with a written statement to that effect.
- (1) Voting members who have moved away from the city of Berlin shall be encouraged to notify the Church Council. When this occurs, the Church Council shall remove their names from the membership list.
- (2) Upon request, the Church Council may issue a letter of transfer.
- (D) Reconciling disputes among members: Parties to a dispute related to the church's affairs, having failed initially to resolve their differences on their own accord in light of Matthew 18:15¹ and in harmony and to their mutual satisfaction, may request or shall be invited to participate in the procedure of reconciliation delineated in Article V of the Constitution.

Should a party to the dispute prove unwilling to seek reconciliation as recommended by an Ad Hoc Committee (as stipulated in Article V(A)(3) of the Constitution) or the congregation (as stipulated in Article V (A)(4) of the Constitution), the following limitations to membership may be imposed:

- (1) Suspension from voting, serving, and leadership privileges for a definite period of time, not to exceed six months, or
- (2) Indefinite suspension from voting, serving and leadership privileges; this decision shall be reviewed by an Ad Hoc Committee after a period of time, not less than six months.

Such actions shall be presented to the parties of the dispute in writing and may be revoked by an Ad Hoc Committee or the congregation if new evidence comes to light, if mutual agreement and reconciliation have been achieved, or if amends have been made.

Article 4 Dues

Dues are set at the Congregational Meeting.

Article 5 Extended Executive Board

- (A) The Extended Executive Board of the Verein shall consist of the Church Council and the Pastor.

¹"If another member of the church sins against you, go and point out the fault when the two of you are alone. If the member listens to you, you have regained that one." Matthew 18:15

- (1) The Church Council
 - (a) Shall consist of eight members from the voting membership, and
 - (b) Shall elect the Executive Committee (President, Vice President, Secretary and Treasurer) from their number for a term of one year at their first meeting.
 - (c) The President and Vice President are empowered to represent the Verein individually. In order to enter into obligations, or purchase, dispose of or encumber property, with a value greater than five percent of the previous year's offering income, a resolution adopted in a congregational meeting shall be required.
 - (2) The Pastor
 - (a) Shall be called by the Congregation. To call a pastor, a written ballot at a properly called congregational meeting is required. In order for the call to be extended, the ballot must have a two-thirds majority of ballots cast in favor. Candidates are presented in accordance with the Constitution.
 - (b) Shall be an ex-officio member of the Executive Committee and an advisory member of all boards, committees, and organizations of the congregation.
- (B) Elections to the Church Council
- (1) Elections shall be conducted at the Spring Congregational Meeting, the date of which shall be announced two months in advance.
 - (2) Two weeks before the Spring Congregational Meeting, the Nominating Committee (see below, Article 6(B)(f)) shall present the slate of nominees to the membership in writing, at which time the slate shall be closed.
 - (3) A voting member of the General Assembly may request an absentee ballot. Absentee ballots should be submitted to the Church Office three days before the Spring Congregational Meeting. Absentee ballots will not be used to establish a quorum.
 - (4) No nominee shall be declared elected unless he/she has received a majority of votes cast.
 - (5) Election to the Church Council shall be for a term of two years. No person shall serve on the Church Council for more than two consecutive terms.
 - (6) Newly elected members to the Church Council shall assume office as of the next Church Council meeting, to be scheduled as soon after the election as possible. The first order of business shall be the election of the Executive Committee (see above, Article 5(A)(1)(b)).
 - (7) Unexpected vacancies on the Council shall be filled according to the electoral list, in accordance with Article 5(B)(4) above. Should the list be exhausted, the position shall be filled by action of the Church Council.
- (C) Meetings of the Church Council
- (1) In general the Church Council shall meet monthly, except for July and August. The President, the pastor, or two members of the Council may be call special meetings.
 - (2) No business may be transacted unless a majority of the members is present.
 - (3) A member's place shall be declared vacant if the member:
 - (a) Ceases to be a voting member of the general assembly, or
 - (b) Is absent from two successive regular meetings of the Council without reasonable cause.

(D) Duties

(1) It shall be the duty of the Church Council to consider and discuss all matters pertaining to the general welfare of the congregation. It shall act in matters committed to it by the voting membership. It shall set up appropriate committees.

(2) Specified Responsibilities

(a) The Church Council shall be empowered to secure such help as needed to carry on the work of the congregation (such as organist, choir director, intern, secretary, etc.) and shall fix their salaries.

(b) Adjustments in the salary of the pastor shall be the responsibility of the Church Council, subject to the approval of the budget by the congregation.

A written audit of all the congregation's financial records shall be made annually, by two persons appointed by the Church Council, and presented to the congregation at one of its two mandated meetings.

The Church Council shall annually examine all insurance policies of the congregation, determining whether they provide both appropriate and adequate coverage.

Article 6 General Assemblies

The General Assembly comprises all members of the Verein. It shall adopt a Constitution for the AMERICAN CHURCH IN BERLIN.

(B) Meetings

(1) At least two meetings of the general assembly shall be held each year: the spring meeting convenes to elect the Church Council; the fall meeting to approve the parish budget. Other pertinent business may also be conducted at these meetings.

(2) Notification of the date and time of the congregational meetings shall be published two months in advance in the parish newsletter, along with the proposed agenda. Further announcement will be made at two public services on two consecutive Sundays immediately preceding the meeting and a written announcement mailed to all voting members at least 14 days prior to the meeting.

(3) Other meetings of the General Assembly may be called as required by the president, pastor, or by petition of 10% of the voting members. Announcement of the time and place shall be made at two public services on two consecutive Sundays immediately preceding the meeting and a written announcement mailed to all voting members at least 14 days prior to the meeting.

(4) A quorum for the conduct of business at a congregational meeting shall consist of 50 voting members or 40% of the voting membership, whichever number is smaller. Proxy votes shall be included in the quorum count.

(5) Procedures

(a) The President shall lead the General Assembly. Should the President be impaired, the Vice-President will conduct the Assembly. Should the Vice-President be hindered, the Treasurer will conduct the Assembly. Should the Treasurer be impaired, the Secretary will conduct the Assembly. If no members of the Executive Committee are able to conduct the Assembly, the General Assembly will elect a person to lead the meeting.

(b) The first order of business shall be the acceptance of the voting list. A challenge to the voting list shall be resolved by majority vote of the voting members in attendance.

(c) The next order of business shall be the approval of the proposed agenda.

(d) Voting, except in the points delineated below, shall occur by a show of hands, except upon

request of one-third of the voting members present. Except in the following cases, decisions require a simple majority of the votes cast. Abstentions are considered invalid votes. No person may carry more than three proxy votes.

- (i) Church Council members: requires a written ballot.
 - (ii) To adopt or amend the articles of the Vereinssatzung, Constitution, or sections of the by-laws: requires a written ballot and a three-quarters majority of votes cast.
 - (iii) To call a pastor: requires a written ballot and two-thirds majority of the votes cast.
 - (iv) To remove an officer from office: requires a written ballot and two-thirds majority of the votes cast.
 - (v) To dispose of, encumber, to lease or to purchase real estate: requires a written ballot and a three-quarters majority of votes cast.
 - (vi) To ratify recommendations about the suspension of membership rights of a member according to Article V of the Constitution: requires a written ballot and a simple majority of the votes cast.
 - (vii) To sunder affiliations with the AFCU or the ELCA: requires a written ballot and a two-thirds majority at two successive congregational meetings.
 - (viii) To change the purpose of the Verein: requires a written ballot and a nine-tenths majority of the votes cast.
 - (ix) To dissolve the Verein: requires a written ballot and a three-quarters majority of the votes cast.
- (e) Decisions taken by the General Assembly shall be documented with the time and location of the meeting and the results of the voting. These minutes are to be signed by the person who conducted the meeting.
- (f) The Nominating Committee shall consist of five voting members of the General Assembly and shall be elected by the General Assembly at its fall meeting. Nominations for committee membership shall be entertained from the floor and voted on at the fall meeting. Committee members shall serve for a term of one year and are not eligible for consecutive reelection.

Types of Nominations:

Proposals by the Committee;

Proposals by the General Assembly: Upon written petition, a candidate shall be placed on the slate of nominees when he/she signifies his/her intent with the signatures of five members of the General Assembly. The committee must receive all written petitions three weeks prior to the date of the election.