

Guidelines for the Secretary of The Society of Parents and Friends of the John F. Kennedy School (the Verein)

I. Purpose

These guidelines set forth the role, duties and responsibilities of the Verein Secretary, providing guidance on the proper conduct of the business of the Secretary. It is intended to serve as a standalone instruction for the purpose of providing continuity during a change in personnel elected to fulfill the role of the Secretary.

II. Secretary – General Overview

The Secretary is an executive and voting member of the Board who has been properly elected or appointed in a manner consistent with the Constitution. They are accountable to the Board for the fulfillment of the duties and responsibilities outlined below.

The main responsibilities of the Secretary can be summarized as follows:

- Organization of Communication between the EXCO, Verein Board, and Verein members incl. agenda, minutes and other correspondence
- Ensuring that meetings, voting, and communication adhere to the By-Laws and the Verein Constitution
- Ensuring procedural accuracy and completeness
- Ensuring timeliness and preparedness of Board actions and communications
- Documenting the decisions taken und discussions had during meetings (minutes of meetings)

In short, the Secretary is often the task master of the Board, unless responsibilities have been otherwise distributed.

Authority

The Secretary, as with other voting Board members, has no authority to take independent action on matters outside of the duties outlined herein unless given such authority by the majority of the Board.

Term of Office

Upon election at the Annual General Membership meeting (AGM), the Secretary will serve a term of two years. There is no limit to the number of terms a Secretary may serve.

Conduct as a Verein Officer

As an elected officer, the Secretary is a representative of the Verein and has the ability to affect the image and reputation of the Verein. As such, some of the characteristics a Secretary should display include:

- Devoting adequate time to the position.
- Working as a team member with the other officers and the Board.
- Exercising good judgment.
- Setting aside personal views and agendas to act in the best interests of the Verein.
- Modeling good leadership qualities for other Board members and for those who may be elected or appointed in the future.

- Maintaining honesty and a high level of integrity.

That notwithstanding, there are position specific attributes which make a Secretary exemplary:

- Remind all elected officers that it is the moral, ethical, and legal obligation of all of the elected officers to ensure that proper procedures are being followed.
- Requests made to the Verein for use of Membership funds must adhere to the procedures for requests. This includes but is not limited to: ensuring all other sources of funding have been evaluated (especially when it is within the scope of another organization to fund such requests).

Responsibility and duties of the Secretary:

The Secretary is the expert on procedures and offers guidance in this regard to the Executive Committee (**EXCO**) and Board members in order to ensure fair and due process, optimal decision-making, and comprehensive oversight by the Board.

The Secretary is elected by the general membership to be the authorized record keeper of decisions made by the Board. The minutes of meetings, as well as decisions taken in Verein Board or ExCo meetings, will be recorded and published as necessary by the Secretary. The Secretary shall serve as an active participant on the Board and EXCO and endeavor to attend all meetings of each body.

Specific duties and responsibilities of the Secretary include but are not limited to:

- Compiling the Agenda for each Verein Board Meeting.
- Ensuring that invitations to Verein Board meetings are sent to all existing members in a timely and clearly communicated manner.
- Ensuring that there is a record of all Verein Board and ExCo decisions – especially decisions related to financial activities. This responsibility hangs with that of the Treasurer, as funds may not be spent by the Verein without there being a clear mandate to do so. This mandate takes the form of regular and one-off spending decisions made by the Board as a whole. The record of such decisions serves as the mandate for the Treasurer to disburse funds.
- Recording the minutes of each Verein Board and ExCo Meeting, and ensuring that the relevant audience for each of those meetings has access to these records (e.g. Members have access via Verein Website to review the minutes of Verein Board Meetings, and all Board members receive – as necessary – a written record of decisions taken by the ExCo).

Minutes for all the regular meetings in-between the AGMs do not have to be written in German, whereas for the AGM the Verein is obliged to turn in a German version of the minutes according to German Vereinsrecht.

- Assuming a general responsibility for clear communication within and from the Verein Board.

Committee Membership

The Secretary is automatically a member of the EXCO. The Secretary does not typically chair any committees as a matter of this role; however, may do so to the extent desired or deemed necessary by the ExCo.

Qualifications

- Commitment to the organization's mission and strategic directions.
- Attention to detail, particularly with regard to procedures.

- An ability to facilitate discussion without adopting a particular point of view.
- An appreciation for accurate recording of information.
- A willingness to gain an understanding for the administrative procedures of the school.
- A willingness to choose correctness and accuracy over expedience.

Actions Upon Initially Taking Office

- Review of the Verein Constitution.
- Review of this document for understanding of the Secretary role, as well as the Attachments to gain an understanding of the artefacts through which the Secretary work is undertaken.
- Ensure there is a medium through which the Verein Board and (possibly separately) the ExCo can communicate. Previously email, this has since been replaced through a commonly agreed upon messenger app.
- Ensure there is a procedure in place for conducting opinion polls or voting on BOTH general topics (times to meet, etc.) as well as official voting which – for whatever reason – must take place outside of official Verein Board Meetings.

IV. Secretary – Specific Guidance

- The Secretary is normally elected by the general membership at the AGM. Should the Secretary resign or be removed from their office before the end of their term an acting Secretary will be elected by a majority vote of the Verein Board.
- The Secretary will keep communication and decision records for the Verein. This is usually limited to taking minutes of meetings, but can include other record keeping as deemed necessary.
- The Secretary will serve in an enabling role for the ExCo by facilitating communication, keeping records of communications, and ensuring procedures are followed.
- As stated in the Constitution, the Secretary does not have the ability to take part in votes for disbursement of funds within the ExCo. Should the ExCo make a financial decision (President or VP may verbally approve up to €50 individually; 2 of President, VP, and Treasurer may verbally approve up to €100 together), the Secretary will report this to the Board and then must include a record of this in the minutes of the next Verein Board Meeting.
- The Board reserves the right to revoke the privileges of the above decision-making process at any time through a majority vote.
- As a member of the ExCo, the Secretary holds the capability to countersign any transfer of funds along with at least one other member of the ExCo.

IV. Secretary – Artefacts

The Secretary will utilize the following artefacts to complete the responsibilities outlined in this document.

The Verein Board Meeting Invitation

The Verein Board Meeting Invitation will typically be sent out to the entire membership of the Verein (plus administration or notable guests) one week prior to a Verein Board Meeting. This action will require use and understanding of the Membership List. The invitation is typically sent as a Mail Merge from the Secretary email address. This will require both an excel export of the entire membership (which must include first name and email address of the member family). Invalid email addresses should be reported to the Board Member responsible for the Membership Database (currently the Treasurer).

The Verein Board Meeting Agenda

The Verein Board Meeting Agenda is set with the members of the ExCo two weeks prior to each Verein Board Meeting. If the ExCo has no specific agenda to discuss, then a standard agenda will be sent out with: approval of agenda, approval of previous meeting's minutes, President's report, Treasurer's report, Report from the administration (usually a principal or the school managing director), report from the School Shop, Report from the Student Council, Requests, and Miscellaneous. Ideally, the President's Report and the Treasurer's report will be written prior to the meeting and provided to the Secretary in advance for ease of record keeping during the meetings.

The Verein Board Meeting Minutes

The Verein Board Meeting Minutes are a record of all votes and communication during the Verein Board Meetings. Some discussion may be paraphrased as long as the general intent or message is captured. The goal of the meeting minutes is to capture as accurately and completely the events and discussions which take place during the Verein Board Meetings. Minutes must first be presented for review by the Board Members, then feedback is incorporated (as long as it is accurate) and the minutes are published on the Verein Website in the section specifically dedicated for Meeting Minutes.

The Constitution of the Verein

The Constitution of the Verein serves as the basis for all actions and decisions made by the Board. The Secretary carries a special role in ensuring that discussions, actions, events, and any other activities of both the membership and the Board adheres as closely as possible to the intent and content of the Constitution.

The Verein Annual General Meeting Invitation, Agenda, and Minutes

The Annual General Meeting of the Verein is typically held in March each year, though this can vary, and carries a different level of significance for the Verein as it is the only official meeting which may be audited for accuracy and correctness. Therefore, the AGM Invitation, Agenda (to include Voting), and Minutes will have a varied format from that of regular Verein Board Meetings.

AGM Invitation and Agenda - The invitation must be sent to all members at least one week in advance of the AGM. Proof of the date on which the invitation was sent must be included in the protocol of the AGM, which will be provided – along with the Agenda and Minutes – to the Notary after the meeting. The agenda for the AGM should be included both in the content of the email and also as an attachment. The agenda should be the same for each AGM - no requests or guest speakers are put on the agenda for the AGM. In each case the templates provided with this document should be used.

AGM Minutes - All attendees must be noted, discussions recorded, and voting tallied within the minutes. The start and end time must be noted in the minutes. The voting procedure must be indicated in the minutes (e.g. secret ballot, show of hands, etc). The total number of "yes" votes for each candidate, all "no" votes, and all abstentions must be recorded in the minutes. It should also be noted who is the *Wahlleiter* (the person who conducts the voting procedure), as this must be a member not involved in the election itself – i.e. not a candidate. **Note:** The AGM Minutes will need to be written in German in order to adhere to German Vereinsrecht. In each case the templates provided with this document should be used.

If the President, Vice President, or Treasurer have been newly elected at the AGM, then this information is also relevant to the Notary as these positions have financial authority over the bank accounts. The Secretary is the only member of the ExCo (Pres., VP, Treas., and Sec.) who does not have authority over the accounts. Furthermore, if any of these persons (Pres, VP, Treas) are US citizens, they must file this on their individual FBAR statements.

The Verein currently utilizes the following Notary:

[Name of Notary]

[Address of Notary]

Attachments:

Attachment A – Sample of Verein Board Meeting Invitation

Attachment B – Sample of Verein Board Meeting Agenda

Attachment C – Sample of Verein Board Meeting Minutes

Attachment D – Constitution of The Verein

Attachment E – Sample of Verein AGM Invitation

Attachment F – Sample of Verein AGM Agenda

Attachment G – Sample of Verein AGM Minutes