

**Swiss Park, Inc.**

**Articles of Incorporations**  
**By-Laws**



REVISION January 27, 2018

1905 Workman Mill Road  
Whittier, CA 90601

ARTICLES OF INCORPORATION

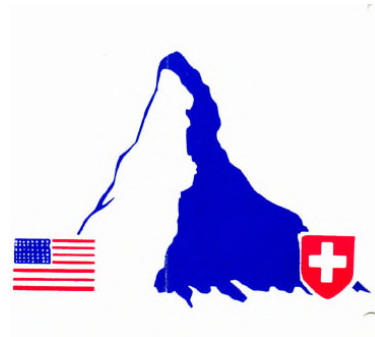
And

By-Laws

Of

SWISS PARK, INC.

Incorporated: June 4, 1948



Content: Articles of Incorporation: Page 3-5  
By-Laws: Page 6-17  
Historical Data Page 18  
Presidents of Swiss Park, Inc. Page 19-20

Revision: January 27, 2018

## ARTICLES OF INCORPORATION

### ARTICLE I

The name of this corporation is:

"SWISS PARK, INC."

### ARTICLE II

The purposes for which this corporation is formed are:

- a) To cultivate social relations among its members and to promote the cultural and educational heritage of the Swiss and to operate and maintain parks and places for this purpose.
- b) To promote the physical and mental welfare of its members and to establish and maintain teams to represent this organization and to compete against other teams in all and any branch of athletics and athletic competition, to participate, directly and indirectly in athletic tournaments, games and contests of any and all kinds and wherever held and conducted, to promote interest in athletic competition and athletics generally.
- c) To cultivate and promote the musical talents of its members, to organize and/or promote choirs, orchestras, choral societies, operas, or other vocal and instrumental musical organizations; to participate directly and indirectly in musical or vocal contests of any and all kinds wherever held or conducted.
- d) To acquire and take real, personal and/or mixed property by purchase, gift, devise or bequest, subject to the provisions of law relating to devises and bequest by Last Will and Testament, or otherwise, and to own, hold, sell and transfer any and all real and personal property, to mortgage, hypothecate, or otherwise encumber the same; to erect, maintain, lease, or sub-lease any building or buildings that may be convenient or necessary for the attainment of the objects or carrying into effect the purposes of this corporation and for the use and benefit of its members.

### ARTICLE III

This corporation shall have no capital stock and is not organized for pecuniary profit, and it is one that does not contemplate pecuniary gain or profit to the members thereof.

Political and Religious debate is barred from its meetings.

### ARTICLE IV

The principal office for the transaction of the business of this corporation is to be located in the State of California.

### ARTICLE V

The names and addresses of the persons who are to act in the capacity equivalent to that of directors until the election and qualification of their successors, and who shall be styled

Board of Directors, are:

Hans Sulzer, 848 Meridian Rd., Duarte, CA  
Walter Kissling, 1731 N. Pioneer Blvd. Norwalk, CA  
Joe Spichtig, 508 W. Huntington Dr., Arcadia, CA  
Siegfried Speckert, 3825 Michillinda Rd. Pasadena  
James Waeny, 7166 E. Stewart Gray Rd. Downey, CA  
Jack Beeler, 113 S. La Brea Ave., Inglewood, CA  
Frieda Kissling, 1731 N. Pioneer Blvd., Norwalk, CA  
Ida Spichtig, 508 W. Huntington Dr., Arcadia, CA  
Martha Weber, Rt. 2, Box 530, Norwalk, CA  
Alice Scheidegger, 834 E. Manchester Blvd. L.A., CA  
Trudy Scheidegger, 831 E. Manchester Blvd. L.A. CA  
Paul Muff, 2735 W. 95th St., Inglewood, CA  
F.G. Roulet, 4117 S. Broadway, Los Angeles, CA  
Fred Hostettler, 2403 Garth Ave. Los Angeles, CA  
Edward Wheeler, 1470 S. Bonnie Beach Pl., L.A. CA  
Hans Werner, 1115 Van Buren Ave. Los Angeles, CA  
Walter Schenk, 3326 Fithian Ave., Los Angeles, CA  
Rudy Kuendig, 9225 E. Imperial Hwy., Downey, CA  
Fritz Tellenbach, 509 W. Garvalia, Wilmar, CA  
Paul Zinniker, 2739 Auburn St., Los Angeles, CA  
Paul Graf, 3318 Paola Ave., Los Angeles, CA

The number of Directors of this corporation may be changed from time to time by the By-Laws or a by-law adopted by the members of this corporation. Until changed by amendment of these Articles, or by a by-law adopted as herein above set forth, the number of Directors of this corporation shall be nineteen (19).

#### ARTICLE VI

The duties, obligation and all other matters pertaining to the proper administration of corporation, shall be governed, determined and described in the by-laws of this corporation. The by-laws may be changed from time to time by a by-law or by-laws duly adopted. None of these, however, shall in any way be in conflict with the laws of the United States of America, or the State of California, or their Constitutions.

#### ARTICLE VII

Except as otherwise herein specifically provided, this corporation reserves the right to amend, alter, change, repeal, or supplement any provision contained in these Articles in the manner now or hereafter prescribed by statutes and all rights of members hereof, are subject to this reservation.

#### ARTICLE VIII

A. Should the members decide to dissolve this corporation, then the property belonging to it must be sold to the highest bidder, the just debts of the corporation shall be first paid, and then all money advanced or paid into the corporation shall be paid. The Board of Directors shall elect a Board of Trustees (minimum of three (3) members) to deposit the remaining funds on hand in a trust fund and to manage the trust for a period of five (5) years. If, during these five (5) years, a group of individuals of Swiss blood or nationality or a Swiss society can present a feasible proposal to the Board of Trustees of this corporation for an alternative use of the funds for the benefit of the Swiss community; this would include such alternatives as a continuation of the Swiss Park or a home for the Swiss Societies.

B. If during said five (5) year period no such alternative has been presented and agreed to by the Board of Trustees of this corporation, then the whole trust sum together with the increase thereon shall be distributed, share and share alike, to the Swiss Relief Society of Los Angeles and the Swiss Singing Society "Harmonie", Inc., or any other nonprofit organization as defined in Section 501(c)(3) of the State of California

## ARTICLE IX

These Articles of Incorporation may be amended in the manner prescribed by law.

### BY - LAWS

#### ARTICLE --- Offices

The principal office for business transactions of Swiss Park Inc., herein also called the corporation, is hereby fixed and located at Los Angeles County, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

#### ARTICLE II --- Membership

The membership of the corporation shall consist of the following classes:

- A. Single Members
- B. Family Members
- C. Honorary Members

#### ARTICLE III --- Admission to Membership

Section 1. All candidates shall submit an application for membership. Membership is open to anyone. New members shall be admitted by a majority vote of the Board of Directors.

Section 2. Members in good standing and having proper credentials from any of the following Societies: Swiss Athletic Society of Los Angeles, Inc., Swiss Ladies Society of Los Angeles, Swiss Society "Helvetia", Inc., Swiss Singing Society

“Harmonie”, Inc., Colonie Suisse Romande may be accepted without the customary vote, provided they abide by the laws of the corporation.

Section 3. Each accepted member shall receive a copy of the Articles of Incorporation and the By-Laws upon request.

Section 4. Before any person becomes a member, he or she, shall first pay the equivalent of the applicable dues for one year.

#### ARTICLE IV -- Classification of Membership

Section 1. All members not falling into the class of Honorary Members, as herein defined, shall be Regular Members. Minors to the age of eighteen (18) may be included as non-voting family members.

Section 2. Honorary membership acquired may be by persons rendering extraordinary services for the welfare of this Corporation. They shall have the rights and privileges of regular members. A two-thirds majority vote of the Board of Directors shall be required to receive this membership. An inscribed scroll denoting that persons selection to this honor shall be given to the recipient at the general meeting of the corporation. Honorary members shall pay no dues and shall be non-voting ex officio members of the Board of Directors. Honorary members can still become duly elected members of the Board of Directors, with full voting rights.

#### ARTICLE V --- Membership Dues

The membership dues will be determined annually at the annual general meeting effective the following calendar year.

#### ARTICLE VI--- Resignations

All resignations must be submitted in writing, stating the reasons therefore. All financial obligations must be settled before an honorable release can be issued.

#### ARTICLE VII ---Exclusions

Any member who is in arrears with payment of annual dues for more than twelve (12) months, may be excluded from membership. Before any member can be excluded, the membership secretary must notify such member sixty (60) days before the exclusion takes effect, during which time said member may comply with all rules and conditions. The Board of Directors may, upon conditions specified by them, restore the membership to said member.

#### ARTICLE VIII --- Meetings

Section 1. The annual general meeting shall be held at the principal office of the corporation in Los Angeles County, State of California, during the first six (6) weeks of the year.

Section 2. The membership secretary shall give written notice of this meeting to each member at least ten (10) days prior to the date of this meeting.

Section 3. Order of business of the annual general meeting.

- 1) Opening of the meeting
- 2) Welcoming of guests
- 3) Reading of minutes of previous meeting
- 4) Roll call of officers
- 5) President's report
- 6) Financial report
- 7) Auditors report
- 8) Membership report
- 9) Nominations to the Board of Directors
- 10) Election of the Board of Directors
- 11) Setting of membership dues for the following year
- 12) Comments of members at large
- 13) Adjournment

Section 4. Special meetings of the members must be called by the president at the request of a majority of the Board of Directors, or the request of fifty (50) or more members. Such request shall be in writing and must state the names of the persons making the request and the purpose of the proposed meeting. Written notice of a special meeting shall be given by the recording secretary at least ten (10) days prior to the date of such meet-



ing, by mailing to each member a copy of said notice.

Section 5. Except as otherwise provided by the Articles of Incorporation or the laws of the State of California, at all meetings of the members, one fourth of the members in good standing shall constitute a quorum. Unless otherwise stated, a majority of a quorum may decide any question coming before the meeting.

Section 6. At all meetings of the members, each member age eighteen (18) or older, shall be entitled to one vote. Voting can be either open or secret. Open ballot shall be the rule. The secret vote is to be used only when requested by a member. The membership secretary shall provide forms for ballots and maintain a list of all the members attending the meeting.

Section 7. Only members having fulfilled their obligations to the corporation, and in good standing, shall have the right to vote.

Section 8. Any Member taking part in a meeting or discussion or decision, automatically subscribes, obeys and assents to the Articles of Incorporation and By-Laws, both in the way they are written and the spirit in which they are written.

Section 9. A member shall address the meeting only after having obtained permission to do so by the president or other presiding officer. After obtaining such permission, he shall stand and address the chair in plain, polite and courteous language. Boisterous, rough or improper language, or speaking without having obtained permission, will be considered a breach of the spirit of this corporation and shall bring, first a warning, then a reprimand from the chair. Further breaking of the rules shall cause the offender to be out of order and he can be refused the floor for the balance of the meeting. If the offender persists, the president or acting officer may, upon a three-fourth vote by secret ballot of the members present at said meeting, annul and suspend the offender's membership in the corporation.

Section 10. Except as otherwise provided herein, "Roberts Rules of Order" shall be followed at all meetings.

Section 11. The Board of Directors meetings shall be conducted in the following manner:

- 1) Roll call of officers
- 2) Reading of minutes of previous meeting
- 3) Reading of communications
- 4) Reports of committees
- 5) Unfinished business
- 6) New business
- 7) Membership report
- 8) Financial report
- 9) Approval of major expenditures
- 10) Good and welfare
- 11) Adjournment

Two-thirds of the full Board of Directors shall constitute a quorum.

#### ARTICLE IX ---Officers

The administration of this corporation is vested in the Board of Directors, consisting of nineteen (19) duly elected members.

Section 1. The Board of Directors shall be chosen as follows:

- Three (3) members nominated by the Swiss Athletic Society of Los Angeles, Inc.
- Three (3) members nominated by the Swiss Ladies Society of Los Angeles
- Three (3) members nominated by the Matterhorn Young Swiss Club
- Three (3) members nominated by the Swiss Singing Society "Harmonie", Inc.
- Three (3) members nominated by the Colonie Suisse Romande
- Four (4) members nominated by the general membership

Additional Swiss societies may be added to the above list by invitation or request. Such a society will be added on an affirmative vote of three-fourths of the Board of Directors. The rights and privileges of said society associate shall be governed, determined and described in the By-Laws of this corporation.

The Board of Directors shall be elected at the annual general

meeting with representation as defined above. In the event that any of the above organization is unable to nominate the allocated number of directors, the void will be filled by nominations from the general membership.

Section 2. The terms of office of the Board of Directors and all officers shall be one year. They may succeed themselves. Except as provided in Article XI, Section 2, they shall serve without compensation.

Section 3. The Board of Directors shall at the next regular meeting after the annual general meeting at which they have been elected, choose the

- President
- Vice-President
- Director of Finances
- Recording Secretary
- Corresponding Secretary
- Membership Secretary
- Treasurer

The previous Executive Committee will remain in power until the new Executive Committee has been elected.

Section 4. The President, Vice-President, Director of Finances, Recording Secretary, Corresponding Secretary, Membership Secretary and Treasurer shall act as the executive committee. All decisions, acts or policies of this committee, shall be directly subject to the will and decisions of the Board of Directors. This committee shall have no power, except as provided in Article X, Section 8 to expend money. They shall report to the Board of Directors at each monthly meeting of the Board or Directors.

Section 5. The Board of Directors shall annually, at least thirty (30) days prior to the annual general meeting of the members, appoint an auditing committee consisting of at least three (2) members, none of whom shall be a member of the executive committee. No more than one member of this committee shall belong to the same society listed in this Article, Section 1.

Section 6. The Board Directors shall meet monthly, or as

determined by the Board of Directors, at a regular specified time appointed by them, at the principal office of the corporation. Board members who miss more than five (5) meetings in any twelve (12) month period shall be terminated as members of the Board of Directors. Any vacancies created through such action shall be filled according to Article X, Section 10.

Section 7. Swiss Park, Inc. shall indemnify any officer or director who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interest of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct or that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

## ARTICLE X -- Duties of Officers

### Section 1. President

The President shall be the Chief Executive Officer and shall, at all times, represent the corporation, conduct the meetings and together with the recording secretary sign all documents. The president shall watch with diligence the carrying out of the rules and regulations as prescribed by the Articles of Incorporation and these By-Laws. The President is a consulting member of all the committees. The President must furnish a yearly report to the members at the annual general meeting. In case of a tie vote, the President shall have the deciding vote.

Section 2. Vice President

The Vice President shall be in charge of Swiss Park operations and during the absence of the President, have all the rights, duties and privileges of the President.

Section 3. Director of Finances

The Director of Finances shall oversee the entire financial operation of the corporation and provide the Board of Directors with monthly financial statements of the banquet operation. At the annual general meeting, the Director of Finances shall present a budget for the entire operation of the corporation, which shall cover the fiscal year immediately following. This budget shall contain appropriations for all major expenditures, general expenditures as well as an emergency reserve fund as deemed necessary by the Board of Directors. Expenditures should be in line with projected income. The budget must be approved by the Board of Directors.

Section 4. Recording Secretary

The Recording Secretary shall keep the records of the corporation, have custody of the seal of the corporation, keep the minutes of all the meetings and in addition, perform all the duties usually pertaining to this office. The Recording Secretary shall give notice of all regular and special meetings of the members and the Board of Directors.

Section 5. Corresponding Secretary

The corresponding secretary shall be responsible for carrying out all written correspondence between the corporation and the Swiss Societies as well as general correspondence and letter writing.

Section 6. Membership Secretary

The Membership Secretary is responsible to collect all dues, notify delinquent members in accordance with Article VII and maintain a complete list of members and their addresses. At the Board of Directors meetings, the Membership Secretary shall read the names of applicants and their sponsors for membership and state whether the application has been submitted in accord-

ance with Article III, Section 1.

Section 7. Treasurer

The Treasurer shall have custody of all monies and securities of the corporation and shall keep regular and accurate books of account. All monies of the corporation shall be deposited in such depository as selected by Board of Directors. All checks must be signed by two (2 ) authorized directors. The Treasurer has to give a financial report at every meeting of the Board of Directors and at the annual general meeting of the members. In addition, the Treasurer shall perform all duties usually pertaining to this office.

Section 8. Executive Committee

The Executive Committee shall have charge of the operation of the corporation. The full responsibility of carrying out the decisions of the Board of Directors rests with them. In case of emergency, this Committee has the authority to expend, above normal operating expenses, the sum of five thousand (\$5,000.00) Dollars in any month without first consulting the Board of Directors. Any expenses not directly connected with the operation of the corporation, such as loans, gifts, etc., can be made only when approved by a two-thirds majority vote of the Board of Directors, at their regular or special meeting.

Section 9. Auditing Committee

The Auditing Committee shall fully and accurately audit the books of this Corporation and make a written report of all audits to the Board of Directors and to the members at the annual general meeting. They shall have the authority to take into their possession and keep all books, accounts, records and instruments, during the time an accounting is made. The Board of Directors may initiate an audit at any time they think it is in the interest of the corporation for such an audit to be made. It shall be the duty of all officers of the Board of Directors or committees to deliver to the Auditing Committee all books, accounts records and instruments kept or usually kept by them and to fully cooperate with the Auditing Committee making the audit.

Section 10. Any vacancies in any office, whatever the cause,

shall be filled by a majority vote of the Board of Directors. Such appointee shall hold office until the next annual general meeting of the members, or until his successor is selected, appointed or qualified. The appointment of a member pro-tem for a vacancy on the Board of Directors must be in accordance with Article IX Section 1 of the By-Laws.

#### ARTICLE XI -- Control of Property

Section 1. The property of this corporation cannot be sold, mortgaged or otherwise disposed of or in any way encumbered, without the approval of a three-fourth majority of the total Board of Directors, at their regular meeting or a special meeting called for the purpose of granting power to do these things. Should improvements or repairs be found necessary for the maintenance of the property of the corporation and should such improvements or repairs be directed by the Board of Directors, all monies borrowed or obtained, must be spent on such improvements or repairs only. Any money left over must be returned to the Treasurer. The Board of Directors by a three-fourth majority vote may borrow money for use by the corporation.

Section 2. While members of the Board of Directors and officers are not compensated for their services in such capacity and the general administration of the Swiss Park, officers and members of the Board of Directors may be employed by the corporation to perform services which are commonly performed by persons who would otherwise be employed to perform professional services, skilled or unskilled jobs. Employment of such persons may be approved by either the Executive Committee or

the Board of Directors. Compensation of such persons must be approved only by a majority of the Board of Directors.

#### ARTICLE XII -- Amendments

The Board of Directors, by a three-fourth's majority vote, may make, alter or amend these By-Laws at their regular meeting or at a special meeting called for that purpose, provided that notice of the proposed amendment is given to each member of the Board of Directors at least thirty (30) days before the meeting upon which the proposed amendment is acted upon.

ARTICLE XIII -- Seal

The seal of this corporation shall consist of a circle within which shall be inscribed:

“SWISS PARK, INC.”



Page left blank

## Historical Data

**The Swiss Park, Inc. was incorporated on June 4, 1948.**

The first Swiss Park, Inc. Board of Directors were:

Hans Sulzer, Duarte, CA  
Walter Kissling, Norwalk, CA  
Joe Spichtig, Arcadia, CA  
Siegfried Speckert, Pasadena  
James Waeny, Downey, CA  
Jack Beeler, Inglewood, CA  
Frieda Kissling, Norwalk, CA  
Ida Spichtig, Arcadia, CA  
Martha Weber, Norwalk, CA  
Alice Scheidegger, Los Angeles, CA  
Trudy Scheidegger, Los Angeles, CA  
Paul Muff, Inglewood, CA  
F.G. Roulet, Los Angeles, CA  
Fred Hostettler, Los Angeles, CA  
Edward Wheeler, Los Angeles, CA  
Hans Werner, Los Angeles, CA  
Walter Schenk, Los Angeles, CA  
Rudy Kuendig, Downey, CA  
Fritz Tellenbach, Wilmar, CA  
Paul Zinniker, Los Angeles, CA  
Paul Graf, Los Angeles, CA

## PRESIDENTS OF SWISS PARK



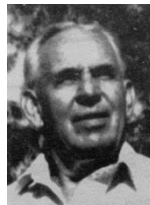
Hans Sulzer  
1948 – 1952



Dr. Henry V. Nier  
1953 – 1957



Emil Wick  
1958



Walter Kissling  
1961 - 1965



Rene Schweitzer  
1966 - 1971



Walter Fumey  
1972 - 1975



Ella Sulzer  
1975 – 1984



Ernst Bucher  
1985 – 1987



Hans Buechele  
1988 – 1990



Rudy Schaffer  
1991 – 1993



Hans Schmutz  
1994 – 1998



Max Bachmann  
1999-

Page left blank



