

# ***BAVARIA COMMUNITY AND SPOUSES' CLUB CONSTITUTION. 2022-2024***

## **ARTICLE I: ORGANIZATION NAME AND PURPOSE**

The name of this private organization shall be the Bavaria Community and Spouses' Club (BCSC) and is headquartered on Rose Barracks, the United States Army Garrison- Bavaria (USAG-B), Germany, with an address of: CMR 411 GD 27, APO AE 09114.

The BCSC exists to promote charitable, educational, and community-based activities; provide community grants and scholarships; foster a sense of community; encourage personal growth; and support the community of military and civilians in the USAG-B.

## **ARTICLE II: MANDATORY STATEMENTS**

- A.** The BCSC is established in compliance with Department of Defense (DOD) Instructions DODI 1000.15, DOD Regulation 5500.7, Army Regulation (AR) 210-22, AR 600-29, and Army Europe (AE) 210-22 and United States Army Europe (USAREUR) Private Organizations and Fundraising Policy.
- B.** The BCSC can operate on a military post only with the consent and approval of the Garrison Commander. The Garrison Commander can revoke privileges at any time (AR 210-22, 2-1a(1)).
- C.** The BCSC is not an agency of the United States (US), will be self-sustaining, and may not receive financial assistance from the Department of the Army (DA) or a Non-Appropriated Fund (NAF) activity. This organization will not compete with a NAF or an Appropriated Fund (APF) operation.
- D.** The BCSC supports equal opportunity and does not discriminate in its membership or hiring practices based on age, race, color, religion, national origin, gender, ethnic group, sexual orientation, or mental or physical challenges (AR 210-22, 3-7a). Additionally, in its hiring practices, the BCSC does not discriminate based on marital status, lawful political affiliation, or labor organization membership.
- E.** Neither the installation nor the government has any liability for BCSC actions or debts (AR 210-22, 2-1a(1)).
- F.** BCSC members may be personally liable to creditors if the assets of the organization are insufficient to discharge all liabilities (AR 210-22, 2-1a(2)(d)).
- G.** The BCSC and members acting on behalf of the BCSC will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the government (AR 210-22, 2-1a(2)).
- H.** The BCSC will not seek to deprive individuals of their civil rights (AR 210-22, 2-1a(2)).
- I.** The BCSC will reimburse the Army for utility expenses, unless incidental (AR 210-22, 2-1a(2)(e)).
- J.** All members of the BCSC are required to read the Constitution and Bylaws upon joining the BCSC. The Constitution and Bylaws will be posted on the BCSC website ([www.bavariacsc.com](http://www.bavariacsc.com)) for this purpose.

- K. The BCSC and members acting on behalf of the BCSC will comply with all applicable host nation laws.
- L. The BCSC and members acting on behalf of the BCSC will comply with the Joint Ethics Regulation (JER). The BCSC and members acting on behalf of the BCSC will conduct themselves without the motivation of personal gain and will avoid conflicts of interests.

### **ARTICLE III: OPERATING PROCEDURES, FUNCTIONS, AND ACTIVITES**

- A. The BCSC fiscal year will be from 1 June to 31 May.
- B. The BCSC operating procedures are outlined in the BCSC Governing Documents. These documents are ranked in the following order: Constitution, Bylaws, Thrift Shop Standard Operating Procedure, Welfare Standard Operating Procedure.
- C. *Roberts Rules of Order, Revised* shall be the parliamentary authority for all matters of parliamentary procedure as well as those matters not particularly addressed in the BCSC Governing Documents.
- D. Functions and activities sponsored by the BCSC may include but are not limited to the Thrift Shops, monthly general membership meetings, and events warranted by member interest and support (AR 210-22, 2-1a(2)(b)).
- E. Approval for all fundraising activities on post by the BCSC must have written approval of the Garrison Commander. Fundraising activities are those events that are made available to and encourage participation by individuals who are not members of the BCSC. Written approval by the Garrison Commander is not required for activities that have no fundraising element.
- F. The BCSC has oversight and direct responsibility in the daily operations of the BCSC Thrift Shops in accordance with AR 210-22, current USAEUR Policy, and Thrift Shop Standard Operating Procedure (SOP).

### **ARTICLE IV: MEMBERSHIP**

#### **A. Types of Membership**

1. Active (voting) membership shall be open to all adult US DOD identification card holders within the USAGB upon payment of dues. Active members are eligible to vote, hold office, and participate in all BCSC activities.
2. Associate (non-voting) membership may be extended by the President or an Advisor, with the consent of the President, and will be reviewed annually. These members shall have all the privileges of active membership with the exception of voting rights and eligibility to hold an office.
3. Honorary membership will be extended at the discretion of the President. Honorary members will not be required to pay dues and have no voting privileges or eligibility to hold an office.

#### **B. Rules for Membership**

1. The annual membership year is the fiscal year.
2. Membership dues are neither refundable nor transferable.
3. Membership dues are determined by the Board of Governors (BOG) at the first meeting of the year.

4. After a permanent change of station (PCS), membership status changes to non-active, and voting rights are terminated.
5. Outstanding debts will preclude membership renewal.

**C. Guests**

1. Anyone eligible for membership in the BCSC may attend only one activity as a guest.
2. Guests are not entitled to membership discounts or voting privileges and may not purchase opportunity tickets or items from the Ways and Means table unless given prior approval by Morale, Welfare, and Recreation (MWR).

**ARTICLE V: THE GOVERNING BODY**

**A. Board of Governors**

1. The Board of Governors (BOG) shall be the governing body of the BCSC.
2. The BOG consists of the following:
  - a. All Advisors (non-voting)
  - b. Executive Board (voting and non-voting)
  - c. Standing Committee Chairs (voting)
  - d. Special Committee Chairs (non-voting)

**B. Honorary President and Advisors**

1. The President shall invite the senior spouse of the installation to be the Honorary President to serve as an advisor.
2. Advisors serve on the BOG as Associate Members and, as such, do not have voting privileges.
3. Advisors shall be invited to all committee meetings and may appoint a senior member to attend in their place if they cannot attend.
4. In order to avoid any appearance of a JER conflict, the spouses of the following Units may be invited to participate as Advisors, but may not serve on the Executive Board or the BOG:
  - a. Spouses of the Commanding General or Command Sergeant Major
  - b. Spouses of the Garrison Commander or Command Sergeant Major
  - c. Spouses of a Brigade level Commander or Command Sergeant Major
  - d. Spouses of MWR employees whose job duties include oversight of the BCSC.

**C. Executive Board**

1. The Executive Board is composed of all elected board members of the BCSC, Parliamentarian (non-voting), and at least one Advisor (non-voting). The Executive Board shall have the authority of the BOG between meetings. The elected board members of the BCSC shall be:
  - President (voting in case of a tie)
  - Vice President (voting)
  - Luncheon Chair (voting)
  - Thrift Shop Liaison (non-voting on Thrift Shop issues)
  - Secretary (voting)
  - Treasurer (voting)
2. The Parliamentarian shall be appointed by the President on the advice of an Advisor and serves in a non-voting capacity at all times.

3. The President and/or Vice President of the BCSC must be active members with current command sponsorship. The Treasurer must be an active member with current command sponsorship and eligibility to hold an account at a military banking facility.

#### **D. Standing Committee Chairs**

1. The Standing Committee Chairs shall be appointed by the President on the advice of an Advisor. Standing Committee Chairs shall be voting members, and each position shall have one vote. The Standing Committee Chairs may include, but are not limited to:

- Bazaar Chair
- Bright Eyes Chair
- Community Outreach Chair (non-voting on Community Outreach issues)
- Membership Chair
- Property Chair
- Publicity Chair
- Reservation Chair
- Scholarship Chair (non-voting on Scholarship issues)
- Volunteer Chair
- Ways and Means Chair

#### **E. Special Committee Chairs and Co-Chairs**

1. Special Committee Chairs will be appointed by the President on the advice of an Advisor as deemed necessary and for a special purpose, function, or time. Co-Chairs will be appointed by the President with request from the corresponding Standing Committee Chair.
2. They shall not formally serve or have voting privileges on the BOG but may be called to attend an Executive or BOG session as deemed appropriate by the President.
3. Positions may include but are not limited to: Volksfest Chair, AWAG Liaison Chair, Historian, and Vendor Chair (Bazaar Co-chair).

### **ARTICLE VI: DUTIES OF THE GOVERNING BODY**

#### **A. Position Descriptions**

The job descriptions of elected and appointed board members, standing committee chairs, and special committee chairs are contained within the BCSC Bylaws.

#### **B. Position Term**

1. Each board member shall hold their position for the term of one board year (1 June through 31 May).
2. A member may only hold the same position for two consecutive years and may not serve longer than five consecutive years on the Executive Board.
3. A Standing Committee Chair can be appointed to hold the same position for a third consecutive year, if the position remains vacant by September 1 and was advertised for at least 30 days through the commonly used Publicity outlets (e.g. Social Media, Website).

### **C. Voting Privileges**

BOG Members shall not hold the title and voting privileges of more than one position at a time. During the absence or resignation of another position, board members may be asked to step in and fill the duties of the missing position, but they are prohibited from voting as more than one position.

### **D. Supervision and Control**

The BOG shall have supervision and direction over all activities and operations of the BCSC. The BOG shall exercise control over obligations and expenditures of the BCSC funds and shall authorize all disbursements in addition to the approved budget.

### **E. Personal Liability Indemnification**

The BCSC shall, by action of the BOG, indemnify any member who incurs a personal liability to a third party as a result of entering into a contract or agreement on behalf of the BCSC as a board member, chair, or otherwise. Indemnification shall only be possible when the actions were previously approved by the BOG; the member acted within the scope of that approval; the member's actions did not violate federal, military, state, or host nation laws; and as limited by the carrier providing insurance to the BCSC.

### **F. Resignations**

1. Each board member is expected to hold their position through the entire appointed term unless a written letter of resignation is submitted to the Parliamentarian one month prior to the desired release from office.
2. In the event the position of President becomes vacant, the Vice President will be become President. If the Vice President chooses not to hold the new position, the position will be filled by a majority vote of the BOG.
3. A vacancy in any other elected position, other than President, will be filled by a majority vote of the BOG. Nominations for the position will be submitted to the President by the active membership. The nominee must be an active member in good standing at the time of the nomination.
4. Vacancies of non-elected positions will be filled by appointment of the President on the advice of an Advisor.
5. If any member of the BOG causes hardship, conflict, or fails to attend three board meetings, the Executive Board can require the resignation of said member.

## **ARTICLE VII: MEETINGS**

### **A. Scheduling of Meetings**

1. The President, on the advice of the Executive Board, shall designate the times and place of the BOG meetings, which shall be monthly. The President may choose to schedule no meetings if there is no business to discuss.
2. Any meeting, event, or function may be changed, canceled, or combined when deemed advisable by the Executive Board. Notice of change or cancellation must be provided to the general membership in accordance with Section C.
3. Committee meetings will be scheduled and called to order by the committee chairperson.

## **B. Special Meetings**

1. Special Meetings will be defined as additional meetings that are called for a specific purpose outside of the regular meeting schedule.
2. The President, on the advice of an Advisor, may call a special meeting at any time.
3. The Advisors and the Executive Board may meet prior to the BOG meeting if the President and an Advisor determines such a meeting is necessary.

## **C. Notice of Meetings**

Notice of general membership meetings, BOG meetings, and special meetings will be announced in the newsletter, publication/posting of a flyer or invitation, announcement at a monthly function, via email, by posting on the website, or other approved and appropriate methods of communication designed to reach the largest section of the general membership.

## **D. Attendance**

1. BOG members will attend all BOG meetings and are encouraged to attend general membership meetings and events. The President, with the approval of the Executive Board, may ask BOG members failing to attend at least three scheduled monthly meetings to resign.
2. Any member in good standing may attend a BOG meeting but may not make motions or vote.

## **E. Minutes and Financial Statements**

1. Minutes and financial statements shall be submitted to the BOG for approval at the monthly BOG meeting. Financial statements shall be maintained by the BCSC for a minimum of seven years.
2. Copies of approved minutes and financial statements will be provided to the appropriate approving authority and all members of the BOG on a monthly basis. Copies will also be provided upon special request to active members of the BCSC.

# **ARTICLE VIII: VOTING AND QUORUMS**

## **A. Quorums**

1. In a general membership meeting, a quorum will be represented by the active membership present for voting.
2. In a BOG meeting, a quorum is a simple majority of all voting members.
3. In an Executive Board meeting, a quorum is a simple majority of all voting members.

## **B. Voting Methods**

1. Voting will be conducted by one of the following methods:
  - a. Show of hands
  - b. Written ballot
  - c. Electronic ballot
2. Proxy votes are not authorized.
3. Unless otherwise specified, majority approval from the quorum will be required to pass a vote.

## **C. Electronic Voting**

1. Electronic votes of the membership are authorized only upon approval of the President on the advice of an Advisor.

2. When an electronic vote of the general membership becomes necessary to conduct business, the following steps shall be taken:
  - a. The Parliamentarian shall email each of the active members of the general membership to inform them of and collect the vote.
  - b. The voting term for electronic votes of the general membership shall be a minimum of seven days.
  - c. Any member who fails to respond to the vote within the voting term will be considered absent from the vote.
  - d. The Secretary shall be provided with a written record of the votes to be included with the BCSC records.
  - e. The results shall be announced to the general membership.
3. When an electronic vote of the BOG becomes necessary to conduct business, the following steps shall be taken:
  - a. The Parliamentarian, in conjunction with the Secretary, shall email each of the voting members to inform them of and collect the vote.
  - b. The voting term for electronic votes of the BOG shall be a minimum of forty-eight hours.
  - c. Any member who fails to respond to the vote within the voting term will not be counted in the vote totals, vote counts will be based on the number of submitted votes.
  - d. The Secretary shall make a written record of the votes to be included with the BCSC records.
  - e. The President shall be informed of the results within twenty-four hours after the voting term.
  - f. The results shall be announced to the BOG.

## **ARTICLE IX: ELECTIONS**

### **A. Election Procedures**

1. Elections shall be held annually in April at a scheduled monthly meeting or by an electronic vote of the general membership.
2. Elections shall be announced, at a minimum, two months in advance of the anticipated vote.
3. A Nominating Committee shall be convened in accordance with the BCSC Bylaws.
4. Voting by show of hands can only be used in the event of a single slate.
5. In the event that an Executive Committee position is not filled by the election, the position shall be filled by a majority vote of the BOG.

### **B. Installation of Officers**

Newly elected officers shall be installed and recognized by 31 May.

## **ARTICLE X: FINANCES**

### **A. Funds Custodian**

The Treasurer shall be the funds custodian. Authorized co-signers are the President and Vice President.

## **B. Funding**

Income shall be derived from dues, major and minor fundraising activities, Ways and Means sales, rental of BCSC property, and the net income of the Thrift Shops.

## **C. Major and Minor Fundraising Activities**

Major fundraising activities are events that are advertised to and attended by members, prospective members, guests, and the public.

Minor fundraising events are for members only and shall be advertised to members only. Invited guests and prospective members may participate in minor fundraising events, as pursuant to Article IV, Section C.

## **D. Thrift Shop Income**

The combined net income of the Thrift Shops will be transferred by the 15<sup>th</sup> of the month following the month of earning. All net income of the Thrift Shops shall go directly to the BCSC Welfare account.

## **E. Operational Funds**

1. At least \$10,000.00 must be available on or before 31 May for use by the incoming Executive Board.
2. Funds, expenditures, and management of funds will be for the BCSC only. The BCSC will manage no other private organizational funds.
3. Any expenditure not previously approved in the annual budget must be approved in accordance with the BCSC Bylaws.

## **F. Welfare Funds**

1. At least \$5,000.00 must be available on or before 31 May for use by the incoming BOG for Welfare Programs outlined in the BCSC Welfare SOP.
2. The majority of funds for Welfare Program disbursement will be derived from net profits of the Thrift Shops.
3. Bright Eyes funding will come from a budget set by the incoming BOG at the beginning of the board year.
4. Community Outreach and Scholarship Committees do not have an annual approved budget. Funding will be determined by number of applications and available funds.
5. The budget for all Grant and Scholarship Awards will be presented as a slate to the BOG and general membership for approval either at a monthly meeting or by electronic vote.

## **G. Taxes**

1. The BCSC is subject to Host Nation and US tax laws.
2. The BCSC is not a US employer as defined in the US Employment Tax Regulations and is not responsible for withholding US income taxes and Federal Insurance Contribution Act deductions.
3. The BCSC may not utilize any Value-Added Tax (VAT) reduction or elimination programs for purchases, such as those offered through the Tax Relief Office.



## **H. Insurance Coverage**

1. Any member of the BCSC with access to cash on hand, cash in a bank account, or merchandise with a value of over \$500.00, or any member or employee who handles monthly cash flow in excess of \$500.00, will be bonded at BCSC expense in an amount sufficient to provide sufficient protection of assets.
2. The BCSC is not eligible for the Risk Management Program (NAF Insurance Program) pursuant to AR 215-1.
3. Insurance and bonding coverage must be obtained from a commercial firm. The coverage must be adequate for protection against public liability claims, property damage claims, or other legal actions arising from BCSC activities. The coverage must also be adequate for protection for claims against one or more BCSC members acting on behalf of BCSC, or the operation of any equipment, apparatus, or device under the control and responsibility of the BCSC.
4. The Thrift Shops shall adhere to the same requirements as the BCSC. Payment for insurance and bonding shall be made from the BCSC operating expenses account.

## **ARTICLE XI: DISSOLUTION**

### **A. Procedure for Dissolution**

1. Dissolution of the BCSC may be approved at any time by a simple majority vote of the general membership, on the advice of the Advisors and President or by order of the approving authority.
2. The general membership shall be notified of the vote to dissolve the BCSC at least two weeks prior to the vote.

### **B. Distribution of Assets**

1. In the event of the dissolution of the BCSC, funds in the treasury at the time of dissolution will be used to satisfy any outstanding debts, liabilities, or obligations.
2. Notice of dissolution shall be sent to all parties to whom BCSC is aware or should be reasonably aware an outstanding debt is owed.
3. The remaining funds and assets will be distributed, as approved by the BOG, to organizations that have been historically supportive of the BCSC.

## **ARTICLE XII: CONSTITUTIONAL AMENDMENTS AND REVIEW**

### **A. Amendments**

1. Proposed amendments to the Constitution may be made at any time.
2. Proposed amendments will be submitted in writing to the President and Parliamentarian, approved by a majority vote of the BOG, and then presented for approval to the general membership by a majority vote.
3. Approval by the general membership shall constitute adoption of the amendment(s).
4. The BCSC Secretary will then forward the approved amendment(s) to the approving authority.

### **B. Review**

1. The constitution will be reviewed biennially by the Constitution Review Committee. After review, it will be presented to the BOG for a majority vote and after BOG approval it will then be presented for approval to the general membership by a majority vote. Approval by the general membership shall constitute adoption of the reviewed Constitution and it will then be forwarded to the approving authority.

2. The review process must take place, but no changes are required to be made
3. The Constitution Committee will consist of:
  - a. Parliamentarian- Chairperson (non-voting)
  - b. Advisor (non-voting)
  - c. President (non-voting, except in case of a tie)
  - d. Secretary (voting)
  - e. and at least four other members in good standing from the general membership (voting)

**This Constitution supersedes all previous Constitutions of the BCSC and becomes effective on the date approved by the general membership.**

**This Constitution was approved by a majority vote of the general membership on: **Insert Updated Date after Membership approval****

**PRESIDENT:** \_\_\_\_\_ **DATE:** \_\_\_\_\_

**PARLIAMENTARIAN:** \_\_\_\_\_ **DATE:** \_\_\_\_\_

**APPROVING AUTHORITY:** \_\_\_\_\_ **DATE:** \_\_\_\_\_