

# HCSC CONSTITUTION 2011

## TABLE OF CONTENTS

Article I	Organization Name and Purpose	2
Article II	General Provisions	2
Article III	Functions/Activities and Operating Procedures	3
Article IV	Membership	4
Article V	Governing Bodies	5
Article VI	Duties of Officers	5
Article VII	Elections, Voting Procedures and Voting/Non-Voting Members	6
Article VIII	Standing Committees	8
Article IX	Special Committees	8
Article X	Meetings and Quorums	8
Article XI	Funding Sources	9
Article XII	Taxes	9
Article XIII	Insurance	10
Article XIV	Dissolution	10

# HCSC CONSTITUTION 2011

## ARTICLE I – ORGANIZATION NAME AND PURPOSE

**Section A.** The name of this Private Organization (PO) will be the Heidelberg Community and Spouses' Club, hereafter called the HCSC, and is located in the Heidelberg community, Germany, with an official mailing address of CMR 419, Box 1643, APO, AE 09102.

**Section B.** HCSC is a service organization that supports a variety of activities of a social, cultural or educational benefit for the membership and financially supports a variety of organizations within the United States Military and the European civilian communities.

## ARTICLE II – GENERAL PROVISIONS

**Section A.** The HCSC shall operate with the approval of the Commander, United States Army Garrison, (USAG), Heidelberg, hereinafter referred to as Approving Authority. This approval is contingent on compliance with the requirements and conditions of all Army regulations, specifically DoDI 1000.15 (Private Organization Operating on DoD Installations), AR 600-20 (Army Command Policy), AR 600-29 (Fund-Raising within the Department of the Army), AR 210-22 (Private Organizations on Department of the Army Installations), and the AE Reg. 210-22 (Private Organization and Fundraising Policy).

**Section B.** The Approving Authority may discontinue the organization. The Approving Authority may withdraw permission to operate on the Army installation at any time. Notification by either party will be in writing. On termination, the command may require written agreements that any abandoned PO assets will be considered as donations to the installation. The Approving Authority has final approval over their disposition. It should be clearly understood that the Approving Authority has the absolute discretion to determine whether the PO's continued operation is compatible with the Army's interest.

**Section C.** This organization is not an instrumentality of the United States, will be self-sustaining, may not receive financial assistance from the Department of the Army (DA) or any Non Appropriated Funds (NAF) activity. This organization will not duplicate or compete with a NAF or Appropriated Funds (AF) activity. Neither the DA nor United States Army, Europe (USAREUR) will assume any liability for this organization's debts.

**Section D.** All HCSC members, in accordance with host nation laws, will be personally liable to creditors, if the assets of the organization are insufficient to discharge all liabilities.

**Section E.** This organization does not discriminate in membership on the basis of race, color, religion, national origin, sex, or mental or physical disability. Furthermore, it will not accept invitations to participate in any activity or support any organization that does not conform to the USAREUR policy pertaining to such.

**Section F.** All HCSC members, upon joining the organization or renewing membership with the organization, are advised to read the Constitution and Bylaws. Upon joining/renewing, members will sign a statement found on the membership application, acknowledging their responsibility to read the above mentioned documents.

**Section G.** All elected and appointed Board of Governors (BOG), Advisors, Honorary President, and Honorary Vice President(s) are required to read and maintain a copy of the aforementioned documents and the Policy and Precedents file and the Constitution and Bylaws.

### **ARTICLE III – FUNCTIONS/ACTIVITES AND OPERATING PROCEDURES**

**Section A.** HCSC will sponsor and/or support the following activities for members which may include but are not limited to: board meetings; general membership meetings; monthly luncheons; special activities and classes such as book club, bridge, bunko, stitching, golf, and bowling; and fundraising activities such as raffles, bazaar, special events and Ways and Means.

**Section B.** Any fundraising activities not listed in Section A above must have the written approval of the Approving Authority. Active duty and civilian employee members' club activities must be in conformance with the Joint Ethics Regulation.

**Section C.** The HCSC has oversight and direct responsibility in the daily operations of the Heidelberg Thrift Shop in accordance with AR 210-22 and AE Reg 210-22.

**Section D.** Constitutional Amendments

1. Proposed amendments to the Constitution shall be submitted in writing to the BOG for approval
2. The BOG may approve proposed amendments at any regular meeting by a simple majority vote provided a quorum is present.
3. The articles of the Constitution shall be amended by a two-thirds (2/3) majority of members at a general membership meeting provided that a quorum of twenty percent (20%) of the voting membership is present and that proposed changes are published to the membership at a previous general membership meeting.
4. Amendments to the Constitution shall be submitted to the Approving Authority for approval.

5. If the BOG does not approve the proposed amendment, upon the petition of at least twenty five percent (25%) of the voting membership, it must be submitted to a general meeting of HCSC for approval or rejection.

**Section E.** Amending Bylaws

Bylaws may be adopted, amended or repealed by a simple majority vote by the BOG members at a BOG meeting provided that a quorum is present. Amendments to Bylaws shall then be submitted for approval to the Approving Authority. Approved revisions of Bylaws must be published to the general membership.

**Section F.** Amendments to the Constitution and Bylaws shall not conflict with Army or USAREUR regulations and/or directives.

**Section G.** This Constitution will be reviewed every two years or upon request of the President, the Parliamentarian or at the direction of the Approving Authority. A special committee chaired by the Parliamentarian will review this Constitution and the accompanying Bylaws. The committee's report will first be presented to the BOG, followed by presentation to the general membership. If no revision is required, a statement to that effect will be filed with the Approving Authority and the HCSC Policy and Precedents file.

## **ARTICLE IV - MEMBERSHIP**

**Section A.** The HCSC membership shall consist of Active, Honorary and Associate members.

1. Active membership: Active membership is open to all Military personnel and Civilian US and NATO ID-card holders and their spouses and family members 18 years and older. Active members are entitled to vote, hold office and participate in all HCSC activities.
2. Honorary membership: Honorary membership may be extended at the pleasure of the BOG. The number of Honorary Members shall not exceed five percent (5%) of the total membership. Honorary Members shall have no vote or hold elected office and shall not be required to pay dues. This membership does not refer to Honorary President or Honorary Vice President(s).
3. Associate membership: Associate membership may be extended to non-US forces/non-NATO personnel. Associate membership may be granted to US-citizen non-US ID card holders 18 years of age and older upon approval of the BOG. Associate membership may also be extended to others at the discretion of the BOG. The number of Associate members shall not exceed thirty percent (30%) of the total membership. Associate members shall be required to pay dues and have the right to vote but may not serve on the BOG.

**Section B.** Any eligible person shall be considered a member of the HCSC after:

1. Fulfillment of Article II, Section F
2. Completion of an application for membership, which shall be available at every general membership meeting.
3. Payment of dues, if required

**Section C.** Membership is voluntary and may be terminated by:

1. Written request of the member
2. Written request of the BOG

**Section D.** Guests

Any member of the HCSC may pay for and bring a guest to HCSC functions; however, persons eligible for membership in the HCSC may attend only one (1) general membership meeting as a guest. Thereafter, persons must be members of HCSC. Guests are not permitted to participate in member-only activities.

## **ARTICLE V – GOVERNING BODIES**

**Section A.** The governing body of the HCSC shall be the BOG, which consists of:

1. The Executive Committee (composed of the elected officers President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Administrative Treasurer).
2. Standing Committee (composed of chairs from Activities, Bazaar, Hospitality, Membership, Public Relations, Reservations, Scholarship Awards, Special Events, Thrift Shop, Ways and Means, and Welfare Chair).
3. The Honorary President, Vice President(s), the HCSC Advisor and Standing Committee Advisors.
4. The Welfare Treasurer and the Parliamentarian.

**Section B.** No paid employee of HCSC shall serve on the BOG or Executive Committee

## **ARTICLE VI – DUTIES OF OFFICERS**

**Section A.** The job descriptions of elected/appointed officers, standing committee chairs and special committee chairs are contained in the Bylaws.

**Section B.** The Executive Board and BOG shall have supervision and direction over all activities, operations and disbursements of the HCSC. All contracts on behalf of the HCSC will be approved and signed by an Executive Board member.

**Section C.** The President, on the advice of the Executive Board, shall designate time and place of meetings which shall normally be held monthly. The President may declare no meeting if there is no business to discuss.

**Section D.** The HCSC shall, by action of the Executive Board, 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 HCSC as an officer, chair, or otherwise, provided said actions were previously approved by the Executive Board and the member acted within the scope of that approval.

## **ARTICLE VII – ELECTIONS, VOTING PROCEDURES AND VOTING/NON-VOTING MEMBERS**

**Section A.** Elections shall be held annually at a general membership meeting. Term of office shall be one club year (1 June - 31 May).

1. A quorum shall be established when twenty percent (20%) of the total membership is present. All nominees require a majority vote to be elected. There shall be no absentee or proxy vote.
2. In the event of a vacancy of an elected office, except in the office of the President, the office shall be filled by appointment made by the President and approved by the BOG. If the Presidency is vacated at any time, this position shall be filled by the 1<sup>st</sup> Vice President. In the event the 1<sup>st</sup> Vice President is unable, declines or is unavailable to serve, the position will be filled by a nominee selected by the BOG and elected by the general membership.

**Section B.** Voting procedures of the HCSC: A quorum must be present to vote at business meetings of the HCSC. There shall be no absentee or proxy vote.

1. General membership meeting: Procedural matters shall be determined by a two-thirds (2/3) majority of members providing that a quorum of twenty percent (20%) of the voting membership is present.
2. BOG meeting: A quorum shall be established when at least two-thirds (2/3) of voting members are present. A simple majority of voting members constitutes a valid vote.
3. Executive Committee meeting: A quorum shall be established when three (3) voting members are present. A simple majority of voting members constitutes a valid vote.
4. There will be no absentee or proxy voting
5. Telephone/Email Votes:

- A. In an emergency, a telephone vote or an email vote of the Executive Committee and/or BOG may be conducted at the request of the President and with the advice of the HCSC Advisor. The Parliamentarian shall conduct the vote. The process is as follows:
- (1) A BOG member makes a motion to the President.
  - (2) The President notifies the Secretary and the HCSC Advisor.
  - (3) The Secretary may second the motion or the President may refer a member who would like to do so. In the latter case, the Secretary shall contact that person first to verify the second. The Secretary notifies the President that a valid motion is on the floor.
  - (4) The President notifies the Parliamentarian that a telephone/email vote is in order.
  - (5) The Parliamentarian contacts the Executive Committee members and/or BOG members and states the motion and that it was seconded. The Executive Committee member and/or BOG member is asked how he/she votes.
  - (6) Two-thirds (2/3) of the voting members must be reached within twenty-four (24) hours in order to constitute a quorum.
  - (7) The Parliamentarian then notifies the President and states that a quorum has been reached and gives the result of the vote to include the number in favor, number opposed and number of abstentions.
  - (8) The President contacts the Secretary with the results of the vote.
  - (9) Secretary states the motion and the voting results at the next BOG meeting and includes the motion, the second and results of the vote in the minutes for that meeting.

**Section C.** Voting and Non-Voting Members:

1. The following members of the Executive Committee and the BOG have one vote:
  - A. 1<sup>st</sup> Vice President
  - B. 2<sup>nd</sup> Vice President
  - C. Administrative Treasurer
  - D. Secretary
  - E. Activities
  - F. Bazaar
  - G. Hospitality
  - H. Membership
  - I. Public Relations
  - J. Reservations
  - K. Scholarship Awards
  - L. Special Events
  - M. Thrift Shop
  - N. Ways and Means
  - O. Welfare Chair
  - P. Welfare Treasurer

2. The President may vote only in the case of a tie.
3. The following BOG members and Advisors have NO VOTE:
  - A. Honorary President
  - B. Honorary Vice President(s)
  - C. The HCSC Advisor
  - D. Committee Advisors
  - E. The Parliamentarian.

### **ARTICLE VIII – STANDING COMMITTEES**

1. The President, on the advice of the HCSC Advisor, shall appoint the Standing Committee Chairs.
2. The Executive Board will approve all Standing Committee Chair appointments.
3. Standing Committee Chairs are:
  - (1) Activities
  - (2) Bazaar
  - (3) Hospitality
  - (4) Membership
  - (5) Public Relations
  - (6) Reservations
  - (7) Scholarship Awards
  - (8) Thrift Shop
  - (9) Ways and Means
  - (10) Welfare Chair
  - (11) Special Events
4. The job descriptions of Standing Committee Chairs are contained in the Bylaws.

### **ARTICLE IX – SPECIAL COMMITTEES**

See Article IX of the HCSC Bylaws

### **ARTICLE X - MEETINGS AND QUORUMS**

**Section A.** HCSC may hold the following meetings:

1. Executive Board meetings as called by the President or the HCSC Advisor.

2. BOG meetings on a monthly basis or as called by the President or the HCSC Advisor.
3. General Membership meetings monthly or as called by the President
4. Special Committee Meetings

**Section B.** A quorum must be present to vote at business meetings of the HCSC.

1. Executive Committee meeting: A quorum shall be established when three (3) voting members are present. A simple majority of voting members constitutes a valid vote.
2. BOG meeting: A quorum shall be established when at least two-thirds (2/3) of voting members are present. A simple majority of voting members constitutes a valid vote.
3. General membership meeting: Procedural matters shall be determined by a two-thirds (2/3) majority of members present providing that a quorum of twenty percent (20%) of the voting membership is present.
4. Special Committee Meetings: A quorum shall be established when at least two-thirds (2/3) of voting members are present. A simple majority of voting members constitutes a valid vote.

## **ARTICLE XI – FUNDING SOURCES**

**Section A.** Income shall be derived from:

1. Dues: The membership shall be required to pay dues (except Honorary Members)
2. Fundraising Activities: Shall be conducted with the approval of the Approving Authority
3. Ways and Means: Shall be conducted with the approval of the BOG.
4. Thrift Shop: The monthly net profit shall be remitted to Welfare.

**Section B.** Funds shall be maintained in approved community checking accounts in accordance with USAREUR PO regulations.

**Section C.** Detailed information on Funding Sources is contained in Article XI of the Bylaws.

## **ARTICLE XII – TAXES**

**Section A.** The HCSC is subject to Host Nation and U.S. tax laws.

**Section B.** The HCSC is not a United States employer in the meaning of the United States Employment Tax Regulations and are not responsible for withholding U.S. income taxes and Federal Insurance Contribution Act deductions.

**Section C.** The HCSC may not purchase any items using the Value Added Tax (VAT) exemption forms.

### **ARTICLE XIII – INSURANCE COVERAGE**

**Section A. *HCSC Liability Insurance***

Liability insurance shall be maintained by HCSC and shall be adjusted as needed.

**Section B. *Bonding***

- A. Fidelity bonding will be purchased by the HCSC for members or employees handling monthly cash flow exceeding \$1000.00. (Bonding will be equal to the normal maximum amount of cash handled) (AR 210-22).
- B. Members of employees will be bonded at HCSC expense in an amount sufficient to provide full protection of assets.
- C. 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 HCSC activities. The coverage must also be adequate for protection for claims against one or more of the HCSC members acting on behalf of the HCSC, or the operation of any equipment, apparatus, or device under the control and responsibility of the HCSC.

**Section C: *Thrift Shop Insurance and Bonding***

Payment for Insurance and Bonding will be made directly from the Thrift Shop Account.

**Section C.** The HCSC is not eligible for the Risk Management Program (NAF Insurance Program) (AR 215-1).

### **ARTICLE XIV – DISSOLUTION**

**Section A.** Dissolution of the HCSC may be approved at any time by a simple majority vote of the general membership, on advice of the Honorary President and President, or by order of the Approving Authority. Inactivation of the HCSC may be accomplished at any time by simple majority vote of the Active Membership on advice of the Honorary President and/or the President.

**Section B.** Upon dissolution or inactivation of the HCSC, all funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The balance of these assets will be disposed of as determined by the active membership. In the event obligations exceed the balance on hand, active members will be assessed a prorated share of the amount needed to pay all obligations.

**Section C.** Upon dissolution or inactivation of the HCSC, all property at the time will be disposed of as determined by active membership.

**Section D.** Upon dissolution of the HCSC, the Thrift Shop shall be dissolved or removed from HCSC responsibility in accordance with AE Reg 210-22.

This Constitution supersedes all previous Constitutions and amendments. It is effective upon adoption by an affirmative vote of two-thirds (2/3) majority of members at a general membership meeting providing that a quorum of twenty percent (20%) of the voting membership is present.

---

Brandie Kretzschmar  
HCSC President  
Board Year 2010-2011

---

Ana Kress  
HCSC Parliamentarian  
Board Year 2010-2011