

HCSC CONSTITUTION 2009-2010
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Heidelberg Community and Spouses' Club

CONSTITUTION

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, and 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. 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. Upon joining/renewing, members will sign a statement found on the membership application, acknowledging their responsibility to read the above mentioned documents.

ARTICLE III - Functions/Activities 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, bazaars and flea market finds.

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. Persons eligible for membership in the HCSC may attend only one (1) general membership meeting as a guest, as defined in Article III, Section A. Thereafter, persons must be members of HCSC.

ARTICLE V - Officers and 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, 1st Vice President, 2nd Vice President, Secretary, and Administrative Treasurer), Honorary President, Honorary Vice President(s), HCSC Advisor, and Parliamentarian. Each Committee member shall have one vote with the exception of the Honorary President, Honorary Vice President(s), HCSC Advisor, and Parliamentarian, which will be non-voting members. Additionally, the President will vote only in case of a tie.
2. Standing Committee Chairs shall have one vote:
 - A. Activities
 - B. Bazaar
 - C. Historian
 - D. Hospitality
 - E. Membership
 - F. Newsletter
 - G. Publicity
 - H. Reservations
 - I. Scholarship Awards
 - J. Thrift Shop
 - K. Ways and Means
 - L. Welfare Chair
 - M. Flea Market Finds or Special Events

Section B. The Honorary President, Honorary Vice President(s), and Advisors shall consist of the following:

1. The spouse of the Commanding General, USAREUR, or designee, shall be invited to serve as the Honorary President. The Honorary President:
 - A. Serves on the Executive Committee and BOG as a non-voting member.
 - B. Appoints the HCSC Advisor as a non-voting BOG member
 - C. Appoints additional Advisors to committees to include Thrift Shop, Welfare, Scholarship Awards, and Bazaar, as deemed necessary. These Advisors shall be non-voting members of the BOG.
 - D. May appoint additional Honorary Vice Presidents who will serve as non-voting members of the BOG as a non-voting member(s).
2. The spouse of the Command Sergeant Major, USAREUR, shall be invited to serve as the Honorary Vice President as a non-voting member of the BOG.

Section C. No paid employee of the HCSC shall serve on the BOG or the 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 and Voting

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 1st Vice President. In the event the 1st 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.

ARTICLE VIII - Standing Committees

The Standing Committee Chairs shall be appointed by the President on the advice of the HCSC Advisor. Standing Committee Chairs are defined in Article V, Section A, paragraph 2. The Executive Board will approve all Standing Committee Chair appointments.

ARTICLE IX - 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.

ARTICLE X – 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 XI - Insurance Coverage

Section A. Any member of the HCSC with access to cash on hand, cash in the bank, or merchandise with a value of over \$1,000.00 will be bonded at HCSC expense in an amount sufficient to provide full protection of assets.

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

Section 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 D. The Thrift Shop shall adhere to the same requirements as the HCSC.

ARTICLE XII - 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.

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

1. 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.
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.

ARTICLE XIII - 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.

Approved by majority vote of the HCSC General Membership on _____

Michelle Nash
HCSC President, Board Year 2008-2009

Anita McCowen
HCSC Parliamentarian, Board Year 2008-2009