

GERMAN AMERICAN WOMEN'S CLUB
BYLAWS
for USE on USAG STUTTGART

ARTICLE I
DUTIES OF OFFICERS

SECTION 1: The Board of Directors shall consist of the elected officers, the chairpersons, the parliamentarian and the advisors.

a. The elected officers shall be:

- one German or International and one American President;
- one German or International and one American Vice-President;
- one Secretary;
- one Treasurer

Two persons, from the Presidents and Vice Presidents, represent the club together.

b. The Presidents shall appoint with the approval of the elected officers the chairpersons for:

- Publicity, Newsletter and/or Modern Media
- one German and/or International and one American Membership Chairperson;
- one Student Exchange Chairperson;
- one Special Interest Groups Chairperson;
- one Fundraising Chairperson;
- one German or one international and one American Welfare Chairperson.
- a Parliamentarian;
- Advisor(s).

c. The German and international members of the board of directors should be fluent in written and spoken English and German.

d. The control and management of the Club is vested in the board of directors.

SECTION 2: Duties of the elected officers:

a. The Presidents shall preside at meetings of the board of directors, at the annual general membership meeting, and at monthly general meetings. They appoint the chairpersons; they appoint special committees, with the exception of the nominating committees; they appoint the parliamentarian, advisors, and convention delegates; they serve as ex-officio members of all committees with the exception of the nominating committee; and they present an annual report to the members at the annual general membership meeting.

b. The Vice-Presidents shall be responsible for the programs and arrangements for all meetings. In the absence of the corresponding President, they shall assume all necessary duties of the President.

- c. The Secretary shall take accurate and complete minutes of all business conducted at board meetings and maintain the records.
- d. The Treasurer shall have charge and custody of and be responsible for all funds of the Club, shall keep itemized accounts of the funds of the club and report such at each regular board meeting, present written reports at the annual meeting to the General Membership, notify the Board of Directors about members who are delinquent in payment of dues, prepare in consultation with the Presidents an annual budget for approval by the Board of Directors, and submit the books for audit to the audit committee which shall consist of two (2) persons chosen from the general membership (who are not board members) and are elected at the annual General Membership Meeting.
- e. The parliamentarian shall attend board meetings and advise without vote on questions of procedure. He/She shall chair the nominating committee and preside over the election of officers.
- f. Advisors shall attend board meetings without vote and offer opinions and guidelines. They shall choose the appeal committee if requested.

SECTION 3: Officers at the end of their term of office will ensure that all organization records are complete, including: checkbook, financial statements, meeting minutes, PO handbook, etc. These items will be handed off to the new board of governors/officers.

ARTICLE II ELECTIONS

SECTION 1: Election of the Elected Officers as well as the two auditors will be held annually in the spring. On written notice of the board of directors, by regular mail or email, members will be notified of the place and date at least four (4) weeks in advance, and shall include the agenda. The annual General Membership Meeting may be held virtually at the discretion of the Board under extenuating circumstances.

- a. Irrespective of numbers, a quorum shall consist of those active members present, as long as the meeting was properly announced.
- b. The annual general membership meeting shall act by a simple majority vote, except for amendment of the constitution, which requires a 2/3 majority vote.
- c. Election shall be by secret ballot. Absentee voting shall be permitted, but no proxy voting.
- d. The parliamentarian, with the approval of the board of directors, shall appoint a nominating committee at least two (2) months prior to the election. The nominating committee shall consist of seven (7) members. The number of German, American and International members of the nominating committee shall be based on the total number of corresponding members. Each group shall be

represented by at least one member. The parliamentarian is the chairperson of the nominating committee without a vote.

- e. The parliamentarian shall inform the general membership of the slate of nominees for the positions stated under Article I, SECTION 1, clause a, at least four (4) weeks prior to the election and conduct the election at the annual general membership meeting. Members can be notified in writing. Further nominations may be made in writing to any member of the nominating committee not less than two (2) weeks prior to the election meeting, providing the consent of the nominee has been obtained. If at the time of the general membership meeting (Election Day), there are existing vacancies in elected board positions, then nominations can be made from the floor.

SECTION 2: The term of office for all members of the board and the advisors shall be one year, beginning at close of the election meeting. Members of the board may be re-elected or reappointed to the same office. If the place of a member of the board of directors becomes vacant, the President(s), with the approval of the elected board members, shall appoint a successor to serve until the next annual general membership meeting.

ARTICLE III MEETINGS AND MEMBERSHIP NUMBERS

SECTION 1: Annual General Membership Meeting

- a. On written notice of the board of directors, an annual General Membership Meeting shall be called at least once a year. Members can be notified by regular mail or email. The place and date shall be announced to the members at least four (4) weeks in advance and shall include the agenda. The annual General Membership Meeting may be held virtually at the discretion of the Board under extenuating circumstances.
- b. Irrespective of numbers, a quorum shall consist of those active members present, as long as the meeting was properly announced.
- c. The annual general membership meeting shall act by a majority vote, except for amendment of the constitution, which requires a 2/3 majority vote.
- d. The decisions of the annual general membership meeting are to be recorded, signed by the presiding Presidents and recording member. The record shall be kept.
- e. Responsibilities of the general membership meeting shall be:
 - (1) To decide on important Club business.
 - (2) To receive and accept reports from the board of directors and to give formal approval of the acts of the previous board of directors.
 - (3) To elect officers.

- (4) To elect the auditors.
 - (5) To fix dues.
 - (6) To decide on amendments to the constitution.
 - (7) To dissolve the Club.
- f. A special general membership meeting shall be called by the board of directors whenever it deems necessary or on the written request stating the reason for the meeting and signed by one-fourth (1/4) of the active members. Members can be notified by regular mail or email.

SECTION 2: The Board of Directors shall normally meet once a month.

- a. A quorum shall be constituted when at least three (3) of the elected officers and three (3) of the appointed board members entitled to vote are present. Members can be present in person or linked by telecommunications or by means such that all membership participating in the meeting are able to hear one another and participate in the proceedings.
- b. The decisions of the board shall be made by majority vote unless otherwise stated. The presiding officer shall vote only in the case of a tie. Email voting shall be permitted according to Robert's Rules of Order.
- c. Minutes of each meeting are to be recorded and distributed to each member of the board.
- d. The order of business shall be as follows:
 - (1) Call to order
 - (2) Reading of the minutes
 - (3) Reports of officers and chairpersons
 - (4) Unfinished business
 - (5) New business
 - (6) Announcements
 - (7) Adjournment

SECTION 3: Upon change of officers, an updated list that includes name, complete CMR address, private telephone numbers, and private, non-DoD e-mail addresses of all officers will be forwarded to the approval authority.

SECTION 4: A copy of all meeting minutes will be forwarded to the approval authority annually. The President will sign minutes. (AR 210-22, Chap 2-1., c (1) (a))

ARTICLE IV SPECIAL COMMITTEES

SECTION 1: Duties of the chairpersons (appointed members of the board):

- a. The chairperson (s) for publicity, newsletter, and modern media will be responsible for GAWC information management.
- b. The Membership chairpersons shall be responsible for all procedures concerning the solicitation and acceptance of new members as well as the continuance of membership.
- c. The Student Exchange chairperson shall be responsible for managing the exchange programs at the Club level.
- d. The Special Interest Group chairperson shall be responsible for the organization of all special interest groups.
- e. The Fundraising chairpersons shall be responsible for organizing and carrying out activities to raise funds for welfare purposes
- f. The Welfare chairpersons shall recommend charity fund allocations to the board.

ARTICLE V EXPENDITURES

SECTION 1: Expenditures will be limited to those required to support the activities listed in the Constitution.

SECTION 2: There are to be no petty cash funds.

SECTION 3: The types of expenditures authorized include the following and will have a budgeted line item amount for:

- a. Anniversary pins for members.
- b. Membership gifts and incentives.
- c. Promotional materials.
- d. Membership Meeting venues.

ARTICLE VI INCOME

SECTION 1: Active and Associate Members will pay dues each year in the amount of 50 and 55 Euro respectively. The Membership Chairpersons shall turn over all dues

collected to the Treasurer within the month collected. The GAWC fiscal year will be June 1 – May 31.

SECTION 2: If members PCS before the end of the club year, they may petition the board for a prorated refund of their paid dues.

ARTICLE VII FINANCIAL CONTROL

SECTION 1: The GAWC will use a single entry system of accounting in compliance with German e.V. guidelines.

SECTION 2: Accounting records will be maintained that reflect the assets, liabilities, net worth and financial transactions of the organization. A Financial Standard Operating Procedure (SOP) describing the accounting system will be prepared and maintained in a permanent file for reference and inspection purposes.

SECTION 3: Financial statements will be prepared every quarter. A copy of the approved financial statement, signed by the President, will be forwarded to the approval authority annually. The financial statement should consist of, at a minimum, the balance sheet, a profit and loss statement (income and profit), and fund equity statement/bank reconciliation. (AR 210-22, Chap 2-1c (a) (b))

ARTICLE VIII BONDING

SECTION 1: In accordance with AER 210-22, Section II, 4(c) (4), the PO will purchase fidelity bonding from a commercial firm, and will be procured at the PO's expense. The amount of fidelity bonding will be equal to the normal maximum amount of cash handled, and will be sufficient to provide full protection of assets.

SECTION 2: Copies of the current fidelity insurance will be submitted to the approval authority.

ARTICLE IX LIABILITY INSURANCE

SECTION 1: In accordance with AR 210-22, paragraph 3-2, the PO will obtain adequate insurance protection against public liability claims, property damage claims, or other legal actions arising from PO activities, one or more of the PO's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the PO.

SECTION 2: IAW AR 210-22, Sec II, Para c (4), proof of the current liability insurance will be submitted to the approval authority. Insurance will be obtained from commercial firms at the organization's expense.

ARTICLE X AUDIT

SECTION 1: Auditors contracted by POs must comply with audit procedures and requirements in accordance with AER 210-22.

SECTION 2: The GAWC uses a single entry system of accounting and conducts all fundraising activities off garrison in compliance with German e.V. guidelines.

SECTION 3: As required under AR 210-22, para 3-3, the organization will be audited at least once every 2 years or upon change of treasurer, regardless of the time elapsed since the last audit, at its own expense, by a qualified auditor, or a committee of three PO members who hold no office within the organization. The audit will, at a minimum, include:

- a. A thorough check to ensure that all transactions are recorded and properly documented. This establishes an audit trail.
- b. Inventory of organization owned property.
- c. Verification that financial statements are accurate and are issued as required for review.
- d. A cash count of all cash on hand, reconciliation of bank statements, check of accounts receivable, and reconciliation of accounts payable and other liabilities.
- e. A review of the PO's Financial SOP.

SECTION 4: The auditor or committee will furnish the organization's President and the approval authority with a written report on the audit results. Copies of the audit reports will be submitted to the approval authority at the time of renewal.

SECTION 5: A corrective action reply, if needed, will be forwarded to the approval authority within 30 days after receipt of the audit by the organization's President.

SECTION 6: The organization will retain audit reports and financial records for at least four years.

SECTION 7: The organization will, when required, submit tax returns and other documentation to the host nation tax agency in accordance with AR 210-22, paragraph 3-4d.

ARTICLE XI DONATIONS/WELFARE CONTRIBUTIONS

SECTION 1: A listing of all donations/contributions made throughout the organizational year will be prepared and forwarded to the approval authority annually, together with the biannual audit report. The list will contain the name of the recipient organization, purpose of the donation, date donation was made, and dollar amount.

ARTICLE XII RESALE AND FUNDRAISING ACTIVITIES WITHIN USAG STUTTGART

SECTION 1: The organization will not engage in any fundraising or donation drive type activities without prior written approval from the approval authority or their designee. The written approval from the approval authority will be posted at the fundraising site during any activity.

SECTION 2: A letter requesting permission to conduct a fundraising or donation drive type event should be forwarded through the Private Organization Coordinator to the approval authority at least 30 days prior to the event. If fundraising or donation drive type events take place within the immediate vicinity of a DFMWR, Exchange, and DeCA facility or on the grounds of the facility, the PO will obtain written permission of the according facility manager. If pre-event ticket sales or advertising is required, the fundraiser request must be submitted at least 30 days prior to the date that the ticket sales or advertising is scheduled to begin.

SECTION 3: The AR 210-22, paragraph 3-1d, states, Private Organizations will not engage in the distribution or sale of alcoholic beverages at any time and thus, no alcohol will be part of any PO meeting, fundraiser or activity.

SECTION 4: Participation in fundraising or donation drive type activities will be limited to members of the US Forces, their family members, and members of the civilian component of the US Forces and their family members who are authorized logistical support pursuant to IMCOM-Europe Regulation 600-700.

SECTION 5: The organization will specify risk management procedures when planning and carrying out activities for their organization to ensure the safety of all participants.

ARTICLE XIII RESTRICTIONS

SECTION 1: There is no official relationship between the organization's activities, official duties, and responsibilities of DoD personnel who are organization members or participants.

SECTION 2: The organization's Constitution and Bylaws must authorize all functions and expenditures. DoD personnel acting in an official capacity will not influence these choices.

SECTION 3: This organization was not created, operated, or administered by DoD personnel acting in an official capacity or on behalf of an official purpose to evade restrictions on expenditures of appropriated and/or non-appropriated funds.

SECTION 4: Except as authorized, this organization will not use for any improper purpose or in a manner that implies endorsement by any federal entity, or include in its title, logo, letterhead, name, seal, or acronym "DoD" or the name, abbreviation or seal of any military department, service or other federal entity. No member of or participant in the organization's activities will use their military or DoD title, logo, letterhead, name, seal or acronym in any manner in connection with the PO's activities.

SECTION 5: German Verreinsrechte and e.V. Governances.

ARTICLE XIV RATIFICATION

The Bylaws have been approved by a majority vote on June 30, 2020.

Tracy Viana
GAWC American President

Teresa Schernikau
GAWC German President

Liz Anderson

GAWC Secretary