

Date:

## COMBINED CONSTITUTION AND BYLAWS

### ARTICLE I

1. The organization's name will be (Name of Private Organization). This Private Organization (PO) is a self-sustaining, special interest group, set up by people acting outside the scope of any official position they may have in the federal government. It operates on Spangdahlem Air Base only with the consent of the installation commander and as long as operations comply with the requirements and conditions of all applicable regulations, operation instructions, and this constitution.
2. The purpose of the organization is to improve camaraderie and enhance programs throughout the Spangdahlem communities that are of primary interest to all military and civilian personnel.

### ARTICLE II

#### General Provisions

1. The organization is established pursuant to the provisions of AFI 34-223.
2. The organization operates on Spangdahlem AB only with the consent of the Installation Commander. Operation is contingent on compliance with the requirements and conditions of all applicable Air Force regulations.
  - a. "This PO is not a Non-appropriated Fund Instrumentality (NAFI) or any type of federal entity; and is not entitled to sovereign immunities or privileges afforded a federal entity; nor may it become incorporated."
  - b. This organization will not engage in activities that duplicate or compete with any base Force Support Squadron or AAFES program. It will not conduct resale activities unless they are specifically stated in Article V, Financing, and are approved by proper authorities.
  - c. **The membership is jointly and severally liable under the laws of the Federal Republic of Germany and AFI 34-223 for organization debts in the event the organization's assets are insufficient to discharge liabilities.** Neither appropriated fund activities nor NAFIs assume any obligation for ensuring responsible financial and operational management practices.
3. Robert's Rules of Order, Revised Edition will govern in all cases where the parliamentary issue is not addressed in the constitution and bylaws. The organization's secretary will maintain a copy.
4. No part of the organization's earnings will accrue to the benefit of any member.

ARTICLE III  
Governing Body

1. Board of Governors, Powers, and Duties:

a. Board of Governors: **(Name of Private Organization)** will be conducted by a board of governors, constituted as follows: President, Vice President, Secretary, and Treasurer. The board of governors are responsible for asset accountability, liability satisfaction, and sound financial operational management of the organization.

b. Powers and Duties: Elected board of governors shall perform the duties herein specifically provided for and such other duties as are usually incident to their office. Conduct meetings when deemed necessary by the club or the president. **The presence of two board of governors shall be required to constitute a quorum.** The action of the board of governors requires a majority vote based on the number of members in the organizations before it becomes valid. **Any two board of governors will have the authority to authorize expenditures of amounts not to exceed \$50.00. Expenditures of greater amount will require a majority vote of organization member of at the meeting.** The board of governors will recommend policies, supervise programs, enforce the constitution, sign check drafts, and take action to resolve grievances, complaints, and suggestions submitted by the members.

(1) President: The president shall preside over all meetings of the board of governors and in an orderly fashion. He/she shall call special meetings of the membership; supervise elections; appoint committees as deemed necessary and shall prescribe the respective functions of the said chairperson and the committees; **sign all official correspondence for the organization; verify all monthly statements of the financial status of the association prior to each general membership meeting presentation; perform any and all other duties that are usually incident by this office.**

(2) Vice President: The vice president shall maintain the duties of the president in his/her absence.

(3) Secretary: The secretary shall maintain written minutes of all meetings. Minutes shall be available for review to any member. **A copy of all meeting minutes will be forwarded to 52d Force Support Squadron Private Organization Monitor via e-mail. He/she will perform any and all such duties that are usually incident by this office.**

(4) Treasurer: The treasurer shall receive, deposit, disburse, maintain a record of, and account for all funds of the **(Name of Private Organization)**. Prepare the publication of all monthly statements of the financial status of the association to be presented at each general membership meeting. **Also provides a copy of the monthly statement to 52d Force Support Squadron, Attention: Private Organization Monitor.**

**The books of the treasurer will be reviewed at least two weeks prior to the termination of office. The results of this review will reflect the new treasurers' acceptance of said books. A copy of the new treasurer's acceptance will be provided to**

**the 52d Force Support Squadron Private Organization Monitor within 30 days in office. Bank statements will be sent to the PO Monitor. All statements will be reviewed and validated by the president, then forwarded to the treasurer for reconciliation and filing.**

2. Elections:

**Nominations will be taken during the (Month/Year) meeting.**

a. Nominations may be submitted from the floor.

**b. Elections of the Board of Governors will be held at the (Month) meeting.**

**c. Voting will be by secret written ballot. Absentee ballots will be issued if requested, in writing, not less than two weeks prior to the election. Absentee ballots must be turned in to the president or vice president by Election Day.**

d. A majority of the votes cast (**over 50 percent**) is required to be elected. If no candidate receives a majority of the votes cast, a run-off will be held between the top two vote getters.

**e. Members eligible to hold office must have at least thirteen (13) months remaining on station at the beginning of the term.**

f. A quorum of two board of governors and six general members must be present (**including absentee ballots**) to hold an election

g. Board of governors' term of office will be for one year. **Each term of office will begin on (Date)** unless special circumstances dictate and is agreed upon by the voting membership of the **(Name of Private Organization)**.

h. Board of governors' term of office may be terminated for the following reasons.

(1) Permanent Change of Station (PCS).

(2) Resignation, with at least thirty (30) days' notice. Vacancies occurring in the office of the president shall be filled by the vice president. Other vacancies shall be filled by a special election held by board members.

3. Committees: Special committee chairpersons will be volunteers approved by the membership and appointed by the president.

ARTICLE IV  
Membership

1. Membership in the organization will be voluntary and open to NATO military and civilian personnel, (**over 18 years of age**) primarily of the DOD family, assigned to Spangdahlem AB, Germany.
2. **(Name of Private Organization)** will not discriminate against anyone on the basis of age, race, religion, color, national origin, disability, ethnic group, or gender.

ARTICLE V  
Financing

1. Pursuant to AFI 34-223, para 10.9, **(Name of Private Organization)** will not operate amusement machines, slot machines, lotteries, raffles, games of chance, or other gambling-type activities (except as authorized in AFI 34-223, para. 10.20), nor will **(Name of Private Organization)** engage in frequent or continuous resale activities either directly or indirectly through third parties. **(Name of Private Organization)** is prohibited from soliciting donations from non-members on base (para. 10.12) and may not directly solicit cash donations on base (para. 10.19.1). 52d FSS/CC is the approval authority for occasional on-installation fundraiser (e.g. bakes sales, dances, car washes, or similar functions) should consult with 52 FSS/FSR and the legal office prior to engaging in fundraising off the installation (para.10.11). "Occasional" is defined as not more than three (3) per calendar quarter (para. 10.10.2).
2. Financial resources for the **(Name of Private Organization)** will be safeguarded by a checking account with the Community Bank. Expenditures of funds will require two (2) signatures by the board of governors (president and treasurer when available). All members of the board of governors will have access to the accounts.
3. The treasurer will provide a financial report upon the request of two-thirds (2/3) of the membership, the installation commander, or as directed by higher headquarters.

ARTICLE VI  
Activities

1. The (Name of Private Organization) will participate in, or sponsor activities that are of primary interest to all military and civilian personnel assigned to the Spangdahlem Community. Such activities can include, but are not limited to:

- a. Awards and Recognition Program.
- b. Hail and Farewell Banquet
- c. Holiday Parties (Adults & Children)
- d. Deployed Spouse Support Activities
- e. Community Support Activities

2. All country, federal, and local laws governing like activities must be complied with.

3. The PO will be self-sustaining and will not receive direct financial assistance from any government instrumentality.

4. The actions or activities of this PO will not prejudice or discredit the government or conflict with government activities. Therefore, solicitation of funds (i. e. commercial sponsorship) games of chance, or lotteries are prohibited from being conducted by this PO. Only the Installation Commander will approve raffles. Any signs of fraud or other improprieties must be brought to the attention of the Force Support Squadron Commander or Deputy, who will advise the Installation Commander as appropriate.

ARTICLE VII  
Meetings and Quorums

1. Meetings will be held on the (DATE) of each month.
  - a. Special meetings may be called at the discretion of the board of governors.
  - b. Public notice of unscheduled meetings or changes to a meeting must be given by the Board of Governors.
2. Six (6) general members and two (2) board of governors must be present to constitute a quorum for a valid transaction of business. A majority vote of the members present is required for passing resolutions.
3. The president may call a special meeting when it is deemed necessary.

ARTICLE VIII  
Adoption and Amendments

1. The Constitution and bylaws become effective upon adoption by an affirmative vote of a majority of the membership and subject to a final review of the installation commander.
2. The constitution and bylaws may be amended, in whole or in part, subject to final review of the MSG/CC and an affirmative vote by (2/3) of the membership. Notice of intent to amend the constitution and by-laws must be given to each member no later than the meeting prior to the vote of amendment.
3. The Constitution and bylaws will be automatically amended to conform to directives from higher headquarters.
4. All adopted amendments to this constitution are subject to final review and approval of the 52d Mission Support Group Commander (MSG/CC).

ARTICLE IX  
Dissolution

The (NAME OF PRIVATE ORGANIZATION) may be dissolved by request of two-thirds (2/3) or more of the active membership in the form of a signed petition. Upon dissolution, all funds, and properties in excess of liabilities and expenses of dissolution shall be donated to any military or civilian organization decided on by a simple majority of positive votes of the active members present. Disposition must not reflect unfavorably upon the PO or the Air Force. None of the remaining funds will be distributed to accrue to the benefit of any member. The President must submit written notification of the intent to dissolve to the Force Support Squadron Commander or Deputy prior to the dissolution.

ARTICLE X  
Insurance

The (NAME OF PRIVATE ORGANIZATION) will maintain liability and property damage insurance coverage commensurate with risk to protect against any claims or lawsuits, which might arise from the commission or omission of acts by its members when acting in any capacity for, or in participating in any activities of the organization. Such coverage must expressly provide that neither the United States Government nor any Non-Appropriated Fund Instrumentality (NAFI) will be liable for any claims or judgment against the organization or its members. An insurance policy copy and all renewal policies will be forwarded to 52d FSS/FSR. If insurance is deemed not necessary for organizations normal activities. A request for waiver of the insurance requirement will be submitted to 52d MSG/CC. This will be done separately. Board of Governors and members of this private organization have been briefed and understand that this waiver does not make the Government responsible **for any claim** that arises from the activities of the organization or its members. **Regardless of whether the waiver is approved, the board of governors and members of this organization understand that we may be held jointly and severally liable for any claim that may arise out of the activities of this organization.** For special events, the organization will obtain insurance commensurate with the risks involved.

THE CONSTITUTION AND BY- THE LAWS WERE APPROVED BY MEMBERSHIP ON:  
(DATE)

“This is a Private Organization. It is not a part of the Department of Defense or any of its components and it has no Government Status.”

**President’s Signature**  
**Typed Name of President:**