

Wiesbaden Community Spouses' Club, Inc. Bylaws

27 September 2023

ARTICLE I - Declaration of Bylaws

The Board of Governors (BOG) hereby declares these Bylaws for the management of the Wiesbaden Community Spouses' Club, Incorporated (WCSC, Inc.), in accordance with the WCSC, Inc. Constitution and applicable military regulations.

ARTICLE II - Dues

The Executive Board of Governors (EBOG) shall set the annual membership dues each year. Dues are non-refundable and non-transferable for any reason. Failure to pay dues shall prohibit anyone eligible for WCSC, Inc. membership from participating in any WCSC, Inc.-sponsored activity, voting or holding office, with the exception of honorary members who will be permitted to participate in WCSC, Inc. activities.

ARTICLE III - General Membership

1. Dues are payable when you apply to become a member. Dues are non-refundable and membership is non-transferable. A prorated membership fee, set by the EBOG, will start January 1 through May 31, as approved by the BOG. Returning members must be in good standing to renew membership. If not in good standing, debts must be settled at the time of applying for membership. Membership is open to all personnel and family members assigned to the Wiesbaden military community.
2. By becoming a member of WCSC, Inc., members agree to the following:
 - a. Abide by the reservation and cancellation policy. Reservations are to be made according to the event announcement. The WCSC, Inc. cancellation policy states, "A reservation for WCSC, Inc. function must be paid for unless it is canceled within the specified time period... [and] No additional reservation will be accepted for the individual until all previous obligations are paid."
 - b. All WCSC, Inc. events/functions are to be considered adult only unless otherwise stated as a family or child friendly event. If there is a question, members should contact the POC of the event/function. Children six months and younger are always welcome at the General Membership Meetings.
 - c. When bringing a guest to a WCSC, Inc. function, members are responsible for their guest, to include any fees associated with the function.
 - d. As a member of WCSC, Inc., our social media (Facebook, website, any future social media options) will not be used to prejudice or discredit the military, any agency of the United States Government, or propagate extremist activities/violence.
 - e. As a member of WCSC, Inc., our social media (Facebook, website, and any future social media options) will not be used in any way to advertise personal home-based businesses or classes the member offers unless it is a club-sponsored event. WCSC, Inc. reserves

the right to delete any content.

3. Members of WCSC, Inc. will not personally profit from the income of WCSC, Inc. except through award recognition for services rendered to WCSC, Inc. (AR 210-22, para. 2-1b). Volunteer recognition for outstanding service to WCSC, Inc. is allowed with approval of the WCSC, Inc. BOG.

4. Members will excuse themselves from situations where there may be a conflict of interest.

ARTICLE IV - Elected Officers

A. Requirements and Term of Office

1. Elected Officers: President, Philanthropic Vice President, Social Vice President, Administrative Vice President, Secretary, Administrative Treasurer, and Community Support Treasurer shall serve for a period of one (1) year.

2. An incumbent shall be eligible for re-election, but no officer shall be elected for more than two (2) consecutive terms for the same office except at the discretion of the EBOG.

3. Per AER 210-22, para.5c, the president or vice president must have SOFA status, however, the club has determined all elected officers must have Status of Forces Agreement (SOFA) status.

4. The organization must have a treasurer who is an elected officer or who serves as a member of its governing board. The treasurer must be an active member and must have SOFA status if the organization has an account with a military banking facility. AER 210-22, para. 5c

5. Candidates for elected office must be in good standing with WCSC, Inc. and must not have been removed from the Club or any previous board position for any reason for at least two board years following removal.

B. Elections

1. Elections for officers will be held annually at the March General Membership Meeting.

2. The installation of officers shall be held at the May General Membership Meeting.

3. The elected officers' year will commence June 1 and end May 31.

4. The date of the elections and request for nominations will be announced at the February General Membership Meeting, on all WCSC, Inc. social media outlets, the WCSC, Inc. website, and in the WCSC, Inc. newsletter.

5. Candidates may self-nominate at the February General Membership Meeting or any time prior to the election. Nominations will also be taken from the floor immediately prior to the election at the March General Membership Meeting. The General Membership and the Election Committee may also nominate candidates. The Parliamentarian will obtain a nominee's consent.

6. If any single position has more than one candidate for election, then the election must be taken by closed ballot.

7. The Parliamentarian will handle procedures for voting.
8. All officers shall be elected by a simple majority vote of members present at the March General Membership Meeting.
9. Results will be announced prior to the closing of the March General Membership Meeting.
10. In case of a tie, a runoff election will be held by closed ballot at the same March General Membership Meeting for the office in question.
11. The officers elected at the March General Membership Meeting will become the EBOG-elect. The EBOG-elect will begin transition activities as designated by the current President. This may include, but is not limited to, filling the upcoming year BOG positions, which require President-elect and appropriate Vice President-elect approval, and attending committee meetings.

ARTICLE V- Governance

A. Executive Board of Governors (EBOG)

1. The EBOG shall consist of the elected officers, the Parliamentarian, the Honorary President, Honorary Vice President, and Senior Advisor(s).
2. Shall meet each month prior to the BOG meeting to go over the standing committees monthly reports and motions to be presented to the BOG.

B. Board of Governors (BOG)

1. Voting members of the BOG are the Philanthropic Vice President, Social Vice President, Administrative Vice President, Secretary, Administrative Treasurer, Community Support Treasurer, Activities, Clubhouse Manager, Digital Communication, Special Events, Grants, Historian, Hospitality, Luncheon, Membership, Community Outreach, Publicity, Reservations, Scholarship, Thrift Shop, Volunteer Coordinator, and Ways and Means. The President votes only in the case of a tie.
2. Non-voting members are the Parliamentarian, Honorary President, Honorary Vice President and Senior Advisor(s). If Ad Hoc or special committee chairs are appointed by the President, they will not vote on the BOG.
3. The BOG shall meet monthly or at the discretion of the President.
4. The General Membership shall meet the third Wednesday of each month from September to May, or at the discretion of the WCSC, Inc. EBOG.

C. Duties of the Executive Board of Governors (EBOG)

1. To coordinate and supervise all activities of WCSC, Inc.
2. To direct the collection and disbursement of the WCSC, Inc. monies and establish proper accounting procedures.
3. To initiate changes to the Constitution and the Bylaws for the efficient and orderly operation of WCSC, Inc.
4. The EBOG may conduct business on an emergency basis only in the absence of the availability of a quorum of the BOG.
5. The EBOG has final approval on all board and committee members.

D. Voting Procedures

1. At the BOG meetings, a quorum is established when at least two thirds (2/3) of voting members are present, or a vote is held in an alternate manner as specified in the Bylaws.
2. At the General Membership meetings, a quorum is equal to the number of members present. A simple majority is required to pass a motion.
3. The President and the Parliamentarian shall decide the method of voting at all BOG and General Membership meetings, except where otherwise directed by the Constitution or Bylaws; the usual method shall be by a show of hands.
4. Electronic Vote: If an urgent BOG and/or General Membership vote is required, electronic voting will be used. A simple majority of the membership, who have responded, passes a motion unless otherwise specified.
5. Telephonic Vote: The Parliamentarian will conduct the telephonic voting for the BOG, passing on the results to the President and Secretary. If an emergency vote is needed from the General Membership, the EBOG will help with the telephonic vote, passing on the results to the President and Secretary. A simple majority of the membership (who were able to be contacted), passes a motion unless otherwise specified. Attempts will be made to contact every member in good standing.

ARTICLE VI - Organizational Management

The Organizational Management positions are listed below along with a short list of some of the ongoing requirements of each position; these lists are not exhaustive. All positions listed have additional required duties and obligations as outlined in the individual Standard Operating Procedures (SOP) specific to each position.

A. President

1. Is a member of the EBOG/BOG.
2. Votes only in case of a tie.
3. Is a WCSC representative for the community and acts as liaison between the E/BOG, General Membership, community groups, and private organizations.
4. Signs all contracts and legal documents. The President shall insure the appropriate persons are authorized signatories on the WCSC accounts.
5. Is custodian of all WCSC accounts and is authorized to sign checks in conjunction with the Treasurers, Vice Presidents, or authorized individuals.
6. Shall be bonded for \$50,000.
7. Ensures the submission of all necessary documents to the Garrison Private Organization (PO) representative for all reviews.
8. Shall have oversight on all financial decisions and budgets for each chair position.
9. The President can call an emergency meeting of the BOG at her/his discretion.

B. Philanthropic Vice President

1. Is a voting member of the EBOG/BOG.
2. Along with Chair, organizes and oversees monthly committee meetings with Thrift Shop, Grants and Scholarship Committee Chairs; oversee Volunteer Coordinator.
3. Signs checks in conjunction with the Administrative and Community Support Treasurers and the President.
4. Shall be bonded for \$50,000.
5. Shall have oversight on all financial decisions and budgets for each chair position.

C. Social Vice President

1. Is a voting member of the EBOG/BOG
2. Organizes and oversees, each monthly General Membership Meeting in coordination with the appropriate chairs.
3. Oversees Activities Chair and Special Events functions.
4. Shall be bonded for \$5,000.
5. Shall have oversight on all financial decisions and budgets for each chair position.

D. Administrative Vice President

1. Is a voting member of the EBOG/BOG
2. Oversees WCSC community presence through Digital Communication and Publicity Chairs
3. Organizes and oversees monthly committee meetings with Community Outreach Chair.
4. Shall be bonded for \$5,000.
5. Shall have oversight on all financial decisions and budgets for each chair position.

E. Secretary

1. Is a voting member of the EBOG/BOG
2. Maintains the minutes of the EBOG, BOG, Grants, Thrift Shop, Constitution & Bylaws, Budget and Thrift Shop Budget Committees and other committees as requested.
3. Maintains electronic files for EBOG and BOG board reports.

F. Parliamentarian

1. Shall be appointed by the President
2. Is a non-voting member of the EBOG/BOG
3. Shall advise the WCSC on all points of parliamentary procedures, in accordance with the most current "Robert's Rules of Order".
4. Chairs the bi-annual review of the Constitution and Bylaws Committee.
5. Sends all Private Organization (PO) information to the Garrison PO office to maintain the

WCSC's PO status.

6. Chairs the Nomination and Election Committee and presides over the election of new officers.

7. Maintains current WCSC Constitution, Bylaws, and USAREUR-AF (United States Army Europe and Africa) Private Organizations Fundraising Policy.

G. Administrative Treasurer

1. Is a voting member of the EBOG/BOG

2. Shall submit a monthly report, with financial statements, before the BOG meetings to the WCSC President and Secretary.

3. Chairs the Administrative Budget Committee for the upcoming fiscal year by April. The budget shall be approved by a majority vote of the BOG and by a majority vote of the General Membership in May.

4. Ensures bonding as specified in the Bylaws and ensures WCSC has sufficient liability insurance coverage.

5. Prepares and submits monthly and quarterly financial reports to the BOG for review and approval. A quarterly financial report must be submitted to the Garrison Approving Authority.

6. Prepares for annual audit and tax filings.

7. Is authorized to sign checks in conjunction with the President, Philanthropic Vice President, or authorized individuals.

8. Ensures copies of financial statements and reports are held by the club for seven years.

9. Shall be bonded for \$50,000.

H. Community Support Treasurer

1. Is a voting member of the EBOG/BOG

2. Is a non-voting member of the Thrift Store, Grants and Scholarship Committees.

3. Shall submit a monthly report, with financial statements, before the BOG meetings to the WCSC President, Administrative Treasurer and Secretary.

4. Maintains accurate and complete accounting records to reflect the assets, liabilities, net worth, and financial transactions of the Community Support fund account.

5. Is authorized to sign checks in conjunction with the President, Philanthropic Vice President, Administrative Treasurer, or authorized individuals.

6. Ensures copies of Community Support financial statements and reports are held by the club for seven years.

7. Shall be bonded for \$50,000.

ARTICLE VII - Standing Committees

A. Standing Chairs

1. Standing Chairs may include, but are not restricted to:

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| a. Activities | i Membership |
| b. Clubhouse Manager | j Community Outreach |
| c. Digital Communication | k Publicity |
| d. Special Events | l Reservations |
| e. Grants | m Scholarship |
| f. Historian | n Thrift Shop |
| g Hospitality | o Volunteer Coordinator |
| h Luncheon | p Ways and Means |

2. Committees will consist of:

- a. The Chair, appointed by the President-elect and appropriate Vice President.
- b. Committee members appointed by the Chair, as needed to fulfill the responsibilities of the committee and in accordance with the Chair's Standard Operating Procedure (SOP).
- c. Committee meetings shall be convened at the discretion of the standing committee chair. The decision of what constitutes a quorum shall be stated in each committee's SOP; the chair will decide methods of voting.

3. Duties of each standing committee are described in the Chair's SOP.

B. Standing Committee Chair Duties

Standing Committee Chair duties shall consist of, but are not limited to:

1. Perform duties as described in the Chair's SOP. Attends monthly BOG meeting.
2. SOPs may be updated any time with the approval of the standing committee. Updated SOPS must be submitted to the Parliamentarian and President with changes announced at the subsequent BOG meeting.
3. May hold monthly committee meetings as appropriate.
4. Serves as a voting member of the BOG. If the committee is co-chaired, the committee only has one vote on the BOG.
5. Communicates with, and clears all plans with, respective Vice President.
6. Submits monthly board report to the WCSC, Inc. President, Secretary, and respective Vice President.
7. Will have prior approval from the respective Vice President for any travel expense to be reimbursed before travel takes place.
8. Recruits committee members, as necessary.
9. Submits an After-Action Review (AAR) and any changes to the Chair's SOP to the President and Parliamentarian at the April BOG meeting and/or whenever changes are made.
10. Maintains a file of the Chair's SOP, AAR, committee records from current and previous year, and a current copy of the Constitution and Bylaws for submission to successor.

ARTICLE VIII - Special Committees

A. Constitution and Bylaws Committee

1. The Parliamentarian chairs the committee
2. Will consist of the EBOG and two to four WCSC, Inc. members at-large (defined as any member not serving on the Board of Governors).
3. Conducts the review and the revision of the Constitution and Bylaws.
4. Submits the revised Constitution and/or Bylaws to the BOG for review and approval prior to the presentation to the General Membership Meeting.
5. Presents revised Constitution and/or Bylaws for a vote at the General Membership Meeting.
6. Upon approval, forwards the revised documents to the Garrison approving authority every two years or as updated.

B. The Nomination and Election Committee

1. Is chaired by the Parliamentarian.
2. Is composed of Honorary President, Honorary Vice President, Senior Advisor(s), and four WCSC Inc. members at-large, as appointed by the Honorary President, Honorary Vice President and Parliamentarian.
3. The Parliamentarian will announce the procedures for nominations and the election at the February General Membership Meeting, and advertise as referenced to Article IV, Section B.4. Nominations will be taken during the February General Membership Meeting.
4. This committee shall recruit, and review nominated candidates for election of officers for the upcoming year, as well as review the election procedures.
5. Members of this committee are barred from becoming nominees for office.
6. At the March General Membership Meeting, the Parliamentarian will accept nominations from the floor immediately prior to the ballot vote. The Parliamentarian must obtain the consent of the nominee prior to the ballot vote.
7. All WCSC, Inc. members in good standing, as of 1 March, are eligible to vote.

C. Budget Committees

Two separate budget committees will be formed: Administrative and Thrift Shop. The two proposed budgets are prepared and presented to the EBOG and BOG for review and approval prior to the presentation to the General Membership. The budget committees will meet in October, January, and April. The April meeting will be to prepare the budget for the incoming BOG, which will be voted on in May.

1. Administrative Budget Committee:
 - a. The following will serve on this committee: EBOG, and one to four members at-large appointed by the committee chair.

- b. This committee shall prepare the proposed annual Administrative Budget for the upcoming year.
- c. The Administrative Treasurer will serve as chair and will conduct the committee in accordance with the Administrative Treasurer's SOP.

2. Thrift Shop Budget Committee:

- a. The following will serve on this committee: President, Philanthropic Vice President, Secretary, Administrative Treasurer, Community Support Treasurer, Thrift Shop Chair, Thrift Shop Manager, Front End Associate, Honorary President, Honorary Vice President, Senior Advisor(s), and one to four members at-large appointed by the committee chair.
- b. This committee shall prepare the proposed annual Thrift Shop Budget for the upcoming year in April. It will be presented to the BOG in May for a vote.
- c. The Community Support Treasurer will serve as chair and will conduct the committee in accordance with the Community Support Treasurer's SOP.

ARTICLE IX - General Membership Meetings

- 1. The WCSC, Inc. General Membership shall meet monthly from September to May as determined by the BOG.
- 2. The General Membership Meetings will be held the third Wednesday of each month, unless otherwise designated by the President and approved by the EBOG. Members shall be informed of the date, time, and place of all meetings through the Publicity Chair and Reservations Chair.
- 3. Any motions presented will be voted by a majority vote of those present.

ARTICLE X - Financial Management

A. Income

WCSC, Inc. shall derive income for the General Administration Fund for operating expenses from:

- 1. Membership dues
- 2. Ways and Means revenue
- 3. General Membership program service revenue
- 4. All fundraising activities conducted in accordance with Appendix D of the USAREUR-AF Private Organizations and Fundraising Policy
- 5. Donations

6. Thrift Shop net income is allocated in two ways:
 - a. Thirty five percent (35%) remains in the Thrift Shop Operations account for Thrift Shop operations (including contractor commissions). At the end of the fiscal year, any remaining money, after the maximum contractor commissions have been paid, will go to the scholarship fund for the next fiscal year.
 - b. Sixty five percent (65%) will go to the club with 13% (20% of the 65%) designated for club operations and 52% (80% of the 65%) designated to Community Support.
 1. The 52% is further split between Grants and Scholarships. The Budget Committee will make a recommendation to the BOG on the split when presenting the proposed budget.
 2. The final decision on the split will be made when the proposed budget is approved at the General Membership meeting.

B. Expenditures

1. Expenditures by the WCSC, Inc. shall be limited to those required to support the activities listed in the WCSC, Inc. Constitution.
2. Authorized Expenditure Limits:
 - a. The BOG may authorize expenditures up to two thousand dollars (\$2,000) not included in the annual budget.
 - b. The President may authorize expenditures up to five hundred dollars (\$500) from Administration, Community Support, and Special Events accounts not included in the annual budget.
 - c. Expenditures of unbudgeted funds over two thousand dollars (\$2,000) must be approved by the General Membership by a majority vote of those present.
 - d. No member of the BOG may spend more than fifty dollars (\$50) for operating expenses over and above the previously approved budget without BOG approval.
 - e. Grants for up to \$2,500.00 or less can be approved or rejected at the Grants Committee level.
 - f. Grants between \$2,501 and \$3,500 require both Grants Committee and WCSC BOG approval.
 - g. Grants exceeding \$3,501 require approval from the Grants Committee, the WCSC BOG and the General Membership.
 - h. Grant amounts are considered cumulatively for each recipient. (i.e. once a grant recipient receives \$2,501 during one board year, all future grant requests within the same board year will require approval at the BOG level. Once \$3,501 is reached, approval at the General Membership level will be required.)
3. The Grants Committee can vote at their last committee meeting of the current fiscal year to reallocate their funds from grants to scholarships for the next fiscal Year.

C. Financial Control

1. The WCSC, Inc. shall maintain separate accounting records for the Administrative, Thrift Shop Sales, Thrift Shop Operations, Euro, Community Support, and PayPal accounts.
2. Account holders for the Thrift Shop Operations, Administrative, Euro and Community Support are the President, Philanthropic Vice President, Administrative Treasurer, and Community Support Treasurer.
3. Account holders for the Thrift Shop Sales Account are the President, Philanthropic Vice President, Administrative Treasurer, Community Support Treasurer, and Thrift Shop Manager.
4. Account Holders and access for the PayPal account are the President (full access), Administrative Treasurer (full access), Community Support Treasurer (full access), Social Vice President (view-only access), Membership Chair (view-only access), Reservations Chair (view-only access), Ways and Means Chair (view-only access).
5. The basic accounting record for each account shall be a journal, ledger, accounts book, or computerized accounting program in which column headings show income and disbursements.
6. Supporting documents for the records shall include, but are not limited to:
 - a. Receipt and disbursement vouchers
 - b. Bank deposit slips
 - c. Invoices and/or statements
 - d. Checkbooks
 - e. Monthly bank statements
7. All monies received by the WCSC, Inc. shall be spent in accordance with the annual budgets, which are approved by the BOG and adopted by the General Membership.
8. The cost of end of year gifts: Outgoing President up to \$100, Honorary President, Honorary Vice President, Senior Advisor(s), and BOG chairs up to \$75. Any BOG member who departs prior to year-end may be given a gift, at the discretion of the President.
9. Any legitimate childcare expenses incurred by BOG members for board meetings and other duties in conjunction with their position, shall be paid at the existing Child Care Development Center (CDC) set rate per hour, for each child. Reimbursement will be limited as defined in the annual budget and must include receipts. The appropriate Vice President and Administrative Treasurer must approve all childcare reimbursement requests in advance of the event to be eligible for reimbursement.
10. Financial ledgers and supporting documents shall be kept on file in the WCSC, Inc. storeroom for a minimum of seven (7) years, available for review by the approval authority at any time.
11. Segregation of duties related to financial management and control shall be established and maintained through appropriate task delegations within relevant SOPs.

D. Audit Procedures

1. WCSC, Inc. will arrange for an audit at its own expense annually, or on the change of its

respective treasurer, regardless of the time elapsed since the last audit (AR 210-22, para. 3 3).

2. WCSC, Inc. will arrange for an audit, at its own expense, every two years (per garrison requirements) if WCSC, Inc. has a gross annual revenue of \$1,000 or more (AR 210-22, para. 3-3).

3. Audits will be conducted in accordance with Army Regulation 210-22, para. 3-3.

4. A Certified Public Accountant selected by the BOG from the Garrison Approving Authority list shall conduct the audit of each account; the auditor may not be affiliated with the club in any way.

5. The audit of each account shall include, but not be limited to:

a. A thorough check to ensure all transactions are recorded and properly documented (i.e., audit trail established).

b. Cash count of all cash on hand, reconciliation of bank statements, check for accounts receivable, and a reconciliation of accounts payable and other liabilities.

c. Verification of financial statements are accurate and issued quarterly for review approval by the EBOG.

d. Other items as required by Private Organization regulations.

6. The auditor shall send the President a written report on the audit results.

7. The Administrative Treasurer shall send a copy of each audit, and a corrective action reply if warranted, to the Garrison Approving Authority within thirty (30) days of audit completion.

E. Bonding

Insurance coverage shall be procured, at WCSC, Inc. expense, in an amount sufficient to provide full protection of assets, when the total cash on hand or assets of any official or contractor of WCSC, Inc. has access to exceeds one thousand dollars (\$1,000.00). Bonded positions shall include, but are not limited to:

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| a. President - \$50,000 | j Customer Service Associate \$5,000 |
| b. Philanthropic Vice President - \$50,000 | k Thrift Shop Cashier - \$5,000 |
| c. Social Vice President - \$5,000 | l Ways & Means Chair - \$10,000 |
| d. Administrative Vice President - \$5,000 | m Reservations Chair - \$5,000 |
| e. Administrative Treasurer - \$50,000 | n Activities Chair- \$10,000 |
| f Community Support Treasurer - \$50,000 | o Membership Chair - \$5,000 |
| g. Thrift Shop Manager - \$50,000 | p Special Events Chair - \$10,000 |
| h. Front End Associate - \$5,000 | q Luncheon Chair - \$5,000 |
| i. Back End Associate - \$5,000 | r. Thrift Shop Chair - \$5,000 |

F. Liability Insurance

The WCSC, Inc. must obtain adequate insurance to provide coverage against bodily injury or property damage claims that may arise from WCSC, Inc. activities, as determined by the BOG.

ARTICLE XI - Thrift Shop

A. Thrift Shop Committee

This committee shall consist of the following members: President, Philanthropic Vice President, Administrative Treasurer, Community Support Treasurer, Thrift Shop Chair, Volunteer Coordinator, Secretary, Thrift Shop Manager, Honorary President, Honorary Vice President, Senior Advisor(s), and three to five members at-large.

B. Thrift Shop Contractors

1. Thrift Shop Manager (TSM) is responsible for the overall management of the Thrift Shop including the organization and maintenance of consignment and asset records, and the supervision of the shop contractors and volunteers. The TSM shall operate within the guidelines of the WCSC, Inc. Constitution and Bylaws, the Thrift Shop SOP, DODI 1000.15, and USAREUR-AF Private Organizations and Fundraising Policy. The TSM reports to the Thrift Shop Chair/Thrift Shop Committee.
2. The Back End Associate, Front End Associate, Customer Service Associate and Cashier, perform services as outlined in the Thrift Shop SOP and operate within the WCSC, Inc. Constitution and Bylaws, the Thrift Shop SOP, DODI 1000.15, and USAREUR-AF Private Organizations and Fundraising Policy. All contractors report to the TSM.
3. Contractors shall be compensated as prescribed in the current Thrift Shop SOP.
4. The BOG receives a monthly financial report from the Community Support Treasurer.
5. The Thrift Shop Committee reviews the Thrift Shop SOP annually, approving any changes. Any financial changes to the SOP require EBOG approval. The WCSC, Inc. President is the custodian of the Thrift Shop bank account.
6. The WCSC, Inc. BOG retains only independent contractors and is not, nor shall it be, considered an employer as defined in IRC Section 3306(a).
7. Contractors understand WCSC, Inc. will not withhold or pay Federal/State/FICA/Social Security taxes but will issue 1099's annually by January 31. It is the responsibility of the contractors to properly report commission received to the IRS.
8. Thrift Shop Contractors shall receive monthly commissions based on 27% of each month's net gross income (Thrift Shop property sales and Thrift Shop consignment commission, 15 & 30 percent) and days worked. Total wages of all paid positions (both long-term and temporary) must not exceed thirty percent (30%) of the Thrift Shop's net gross income per AER 210-22.
9. The Thrift Shop Committee reserves the right to rename or add additional positions, as necessary. The changes will be approved by the EBOG

C. Contractor Criteria

1. All contractors shall be US citizens with a US military forces ID card and hold SOFA status as well as criteria outlined in the WCSC, Inc. Constitution and Bylaws.
2. Paid Thrift Shop contractors are barred from holding any position on the WCSC, Inc. BOG.
3. The President, Philanthropic Vice President, and Thrift Shop Chair shall interview applicants for the position of Thrift Shop Manager.
4. The Philanthropic Vice President, Thrift Shop Chair, and Thrift Shop Manager shall interview applicants for the positions of Back End Associate, Front End Associate, Customer Service Associate and Cashier.
5. Employees of this organization are not employees of the United States or of an instrumentality of the United States. Applicable laws on labor standards for employment shall be observed, including worker's compensation insurance. Employees of the organization shall not participate in NAF employee benefit programs based upon their affiliation with the organization. DODI 1000.15.
6. The organization will comply with applicable laws applying to private sector employment. The organization does not discriminate in employment practices on the bases of sex, age, religion, color, national origin, marital status, lawful political affiliation, labor organization membership, or physical handicaps. AR 210-10, para. 3-6.

D. Termination of Contractors

1. Termination of contractors shall be by a majority vote of the WCSC, Inc. EBOG. Such termination shall be effective immediately.
2. The Thrift Shop Chair, with the approval of the WCSC EBOG, may change the general scope of any Thrift Shop contract with two weeks written notice.

Article XII - Conflict of Interest

Any possible conflict of interest on the part of any member of the WCSC EBOG or BOG, employees and contractors shall be disclosed to the EBOG and made a matter of record. A conflict of interest is defined as any actions or activities which impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any EBOG member, WCSC employee or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises, the interested person shall call it to the attention of the EBOG for resolution. If the conflict relates to a matter requiring EBOG action, such person shall not vote on the matter. To avoid the potential for private benefit, individuals are prohibited from receiving any compensation or benefit from their employment or association with the organization they serve. Even though individuals on the board are not compensated, the inurement prohibition infers the unwritten rule against majority-related board members. This prohibition is in place because such arrangements have the potential to jeopardize the mission of the organization. When there is a doubt as to whether any conflict of interest exists, the

matter shall be resolved by a vote of the EBOG, excluding the person who is the subject of the possible conflict. The meeting minutes shall reflect a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the EBOG will be advised of this policy upon entering the duties of their office.

Article XIII - Amendments

Amendments to the Bylaws may be proposed and adopted immediately by a majority vote of the General Membership. A notification to the General Membership will be supplied ahead of the meeting where the vote will take place. Any amendments must be published on the WCSC, Inc. website and the next issue of the WCSC, Inc. newsletter.

Article XIV - DISCIPLINARY PROCEDURES

- A. A member in Good Standing" is defined as a Member who has:
 - 1. Paid dues in full.
 - 2. Made payment in full of costs associated with the attendance at monthly General Membership functions.
 - 3. Returned all borrowed property in the same condition as obtained.
- B. Removal of a General Member by Just Cause:
 - 1. Members are required to be of honorable character and reputation. WCSC, Inc. has the ultimate right to require its members refrain from conduct injurious to the organization and its purpose. A Member may be removed for Just Cause. No one should be allowed to remain a Member if her/his retention will harm the organization. Just Cause for removal can be shown for conduct tending to injure the good name of the organization, disturb its well-being, or hamper its work.
 - 2. The General Membership will appoint a committee of five members at-large whose integrity is irreproachable to conduct an inquiry of any allegations brought against a General Member.
 - 3. The committee will conduct a basic inquiry of any allegations. The committee may not compel anyone to come forward and give information, but it must make a concerted effort to gather facts. Any confidential information it obtains may only be used during the committee's deliberations to come to a final determination.
 - 4. The committee will hold a meeting with the accused General Member. They will report their findings to the member and allow him or her to defend themselves against the allegations. At the end of the meeting, the accused member will be asked to leave the room. The committee will deliberate and vote. The committee will have the accused member step back into the meeting and report their recommendation to be put forth to the General Membership:
 - a. Formally asking for the member to be removed from the Club; or
 - b. Declare the allegations are unfounded.
 - 5. The committee will report its findings and recommendations to the General Membership at the first General Membership meeting (luncheon) after the inquiry has been concluded.
- C. Removal of a Board Member or Committee Chair for Just Cause:
 - 1. Members of the Board may be removed from either their elected or appointed position for Just Cause as outlined below. Any WCSC, Inc. member may propose such a removal to the EBOG.
 - 2. The EBOG shall meet with both the Member proposing the removal and the BOG

Member affected by this proposal. After conducting an informal inquiry, the EBOG will convene to determine whether there is a justification for proceeding with a more extensive investigation. Upon a majority vote of the EBOG to proceed with a more extensive investigation, the EBOG shall:

- a. Suspend the Board Member who has been proposed for removal.
- b. Request all WCSC, Inc. property in the possession of the BOG Member be returned to a Member of the EBOG until the investigation is concluded, including, but not limited to after action reports and continuity binders. These items are to be submitted to an EBOG Member within twenty-four hours per this request.
- c. Notify all community organizations in which the BOG member is involved by virtue of their position on the WCSC, Inc. Board of her/his suspension.
- d. Conduct a detailed investigation into the reasons for the Proposal for Removal.

3. If the EBOG finds there is sufficient cause to support the Proposal for Removal, they shall form a Special Committee consisting of all Members of the Board as voting Members. The Special Committee will present the Board Member with a written Proposal for Removal.

4. The Board Member will be given reasonable time, not to exceed seven (7) days, to either voluntarily resign or prepare a written rebuttal to the Proposal to Removal. The Board Member will then present this written rebuttal to the Special Committee prior to any Committee action. The Special Committee will vote on the Proposal for Removal. A quorum of a majority of said Special Committee should be present in order to vote and a vote of two-thirds of the quorum present will govern. Abstentions will not be included in the quorum and should be subtracted from the number required of a quorum and will in no way impact the outcome of the vote. If a voting member abstains from voting, their vote shall not be counted as a yes vote or a no vote and will not impact the final outcome. After the vote, the Board Member will receive written notification of the Special's Committee's actions.

5. In the event a Board Member fails to submit a written rebuttal to the Special Committee within the allotted time period, she/he will have forfeited all rights to speak on this Proposal for Removal. Failure to comply with the removal procedures will result in automatic revocation of WCSC, Inc. membership

6. Examples of Just Cause are defined, but not limited to:

- a. Three absences at WCSC, Inc. events (board meetings, luncheons, fundraisers or events).
- b. Loss of Confidence
- c. Lack of adequate competence as a leader
- d. Lack of ability to meet deadlines
- e. Lack of integrity
- f. Poor attitude
- g. Inability to get along with others
- h. Not fulfilling their duties in their job description
- i. Slander of WCSC, Inc. by the use of social media outlets
- j. Conflict of interest

Approved by majority vote of the Board of Governors on August 03, 2023.

Approved by a majority vote of the General Membership on September 27, 2023

Brandy Schraeder, President, WCSC Inc.

Date

Christopher L. Bowen, Parliamentarian, WCSC, Inc.

Date