

CONSTITUTION OF THE TANNENBAUM SKI CLUB

ARTICLE I: Name and Purpose

SECTION I: The name of this private organization (PO) is “**The Tannenbaum Ski Club**” (hereafter referred to as **TSC**). It is established as a PO pursuant to AFI 34-223, *Private Organization Program*, 30 November 2010, and all subsequent interim changes.

SECTION II: The purpose of TSC is to foster interest in and to promote the sports of skiing and snowboarding in the Kaiserslautern Military Community (KMC) and to bring together members of the KMC who share a common interest in these sports. Additionally, TSC promotes lasting friendships and camaraderie while helping support KMC quality of life programs through a variety of outdoor activities, such as biking, volksmarching, and trips to local festivals, thereby supplementing the mission of Outdoor Recreation for the installation and all US and NATO Forces assigned to the KMC. Within its resources, TSC organizes group travel and accommodations to provide the best service at the lowest cost to TSC members. This PO will conduct itself in a manner that is free of any form of discrimination and provide equal opportunity and treatment for all members regardless of age, race, religion, color, national origin, disability, ethnic group or gender.

ARTICLE II General Provisions

SECTION I: The TSC operates on a military base with the consent of the Installation Commander. Operation is contingent upon compliance with the requirements and conditions of all applicable Air Force guidance, to include instructions, manuals, and policy directives.

SECTION II: The members are jointly and severally liable for organizational debts in the event the organization’s assets are insufficient to discharge liabilities and their understanding of the liability must be documented.

SECTION III: All members or employees of the private organization who will have contact with children under the age of 18 in Department of Defense (DoD) -operated, contracted, or community-based programs that are used to supplement or expand child care or youth services must submit to background checks. Any members or employees of the private organization who do not undergo the background check will be ineligible and cannot participate in such events. Any members who fail a background check will be ineligible and cannot participate in such events.

SECTION IV: POs must prominently display the following disclaimer on all print and electronic media mentioning the PO’s name confirming that the PO is not part of the DoD:
—THIS IS A PRIVATE ORGANIZATION. IT IS NOT A PART OF THE DEPARTMENT OF DEFENSE OR ANY OF ITS COMPONENTS AND IT HAS NO GOVERNMENTAL STATUS.

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SECTION V: TSC will conduct itself in a manner that is free from any form of discrimination and provide equal opportunity and treatment for all members regardless of age, race, religion, color, sexual orientation, national origin, disability, ethnic group or gender.

SECTION VI: This organization will refrain from activities that might prejudice or bring discredit on any DoD components or other agencies of the US Government.

SECTION VII: Individual members will not have any proprietary interest in TSC, but will derive benefits exclusively through participation in, or patronage of, the activities for which TSC is established. TSC is not an instrument of the United States Military or Government. TSC will not receive financial assistance from any DoD component or Non-Appropriated Fund Instrumentality (NAFI). TSC will not duplicate or compete with any NAFI operation or appropriated fund function.

ARTICLE III: **Officers and Governing Body**

SECTION I: TSC is governed by a Board of Directors (TSC Board) elected annually by the general membership. The TSC Board will select the Executive Council for TSC and is authorized to choose replacement members for the Board of Directors during the year in accordance with this section and applicable Bylaws. The TSC Board will have a minimum of five Executive Council and up to a maximum of twenty-two other Board Members. The term "Board of Directors" (TSC Board) shall apply to both the Executive Council and Board Members. The term "Elected Officer" shall apply to the positions described in Section II below; the term "Board Member" shall apply to the other members of the Board.

SECTION II: The TSC Board will choose the following Executive Council from among its members by a majority vote. At least 51% of the members of the TSC Board must be present at this Board meeting to constitute a quorum for the purpose of electing Officers. The election meeting will be the first Board meeting with such quorum after the General Membership meeting at which the Board of Directors is chosen. The five Executive Council positions of the TSC Board are:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Trips Chairperson

SECTION III: Each Board Member shall be assigned at least one specific function. Board Members will be selected to oversee (or assist in) functions such as the following: boutique, logistics, meetings, membership, publicity, treasury, trips, web, yearbook, volunteer activities, and other functions as the TSC Board may deem appropriate.

SECTION IV: All members of the TSC Board are responsible for executing the duties of their offices in a manner that is in the best interests of TSC as a whole.

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SECTION V: TSC recognizes that involvement in other activities and/or organizations may create a conflict with the best interests of TSC. No person with a conflict of interest may serve in any elected or appointed position or participate in TSC's management, or have decision authority over, or access to, TSC's assets and/or resources other than that accorded to the general membership as a whole. The existence of a conflict of interest shall be determined by a vote of the TSC Board using the challenge process as described in the TSC Board policy titled *Challenge Process*.

SECTION VI: The duties and responsibilities of the TSC Executive Council can be found listed below, the other Board members duties and responsibilities are listed in the Board policy titled *Board of Director Roles and Responsibilities*. In many instances, there may be more than one person working in the areas listed below, but there will always be one "Chairperson" elected to oversee the tasks detailed below and ensure that the work is evenly distributed among the individuals on the committee.

- 1. President:** Oversees general supervision and operation of the club. Presides at club meetings, interfaces with external organizations (other ski clubs, Private Organizations management, etc.), and ensures that all Board Members conduct their duties in accordance with the Constitution, Bylaws, and Board policy. Establishes long-term and short-term goals for the club in cooperation with the other officers. Ensures fiscal responsibility across all TSC operations.
- 2. Vice President:** Acts in the absence of the President to ensure that all the President's necessary tasks are accomplished and will assist the President in the performance of his/her duties. Oversees internal Board operations and manages the day-to-day business of TSC. Collects and reviews all Trip Reports (TRs) provided by Trip Captains (TCs) and Assistant Trip Captains (ATCs). Collects deposits from TCs/ATCs and refunds deposits upon completion of the TR. Is the focal point for all internal Board policy. Performs other duties as required by the President.
- 3. Treasurer:** Responsible for instituting procedures for the receipt and control over all moneys. Handles the club's finances, collects money from TCs/ATCs, makes deposits into the club bank accounts, and pays TSC's bills as appropriate. Maintains bank accounts in both euros and US dollars. Verifies and reimburses members for legitimate out-of-pocket expenses. Updates Board Members at each meeting with TSC's current financial status, to include outstanding debts and incoming payments. The Treasurer shall receive deposits, maintain a record, account for all funds of the TSC, and prepare a monthly statement on the financial status of the organization. The Treasurer has the authority to disperse funds. The "TSC's fiscal year will begin on 1 August and ends on 31 July of the following year. The Treasurer will render a full and complete financial statement to the members at the monthly meetings. The books of the Treasurer will be audited as required. The TSC will conduct an annual audit by an accountant (a CPA is not required) if the organization's gross annual revenues exceed \$100,000. If the organization's gross annual revenues exceed \$250,000 a CPA will conduct an annual audit. Costs of all audits will be the responsibility of the organization. Regardless of gross revenue, the Treasurer will also provide an annual

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financial statement to the Resource Management Flight Chief. The Treasurer will be responsible for compliance with all applicable federal, state, and local tax laws. The Treasurer is responsible for filing the appropriate form(s) with the appropriate authority if the organization qualifies for tax exemption.

4. **Secretary:** Manages all administrative details within the club and maintains the club's records, to include club Constitution and Bylaws, and ensures all are up to date and available to all club members. Takes minutes of every meeting, and submits the previous meeting's minutes for approval at the start of every Board meeting. Sends approved meeting minutes to the installation's Private Organizations management. Compiles the agenda for each Board meeting, to include Old Business, New Business, and reports from all functional areas of the Board. Maintains the calendar of events for the Board and ensures Board Members are aware of upcoming meetings/events. Takes attendance of Board Members at Board meetings and General Membership Meetings/Socials. Maintains and distributes detailed contact info for each Board Member. Performs other correspondence duties as required to continue club operations.
5. **Trips Chairperson:** Organizes and plans the schedule of trips for the season in coordination with the tour agencies and the Executive Council. Is the focal point for communication between the TCs and tour agencies. Maintains trip listing with cost information, to include single supplement, child costs, and u-drive prices if applicable, and provides the list to the Board. Organizes and runs TC training. Is the TC's first stop with questions on how to run a trip. Maintains a listing of TC/ATC for each trip as well as a listing of which Board Members maintain TC qualifications and how many trips each TC/ATC has previously run. Coordinates with Treasurer on trip costs, deposit amounts and due dates, and other financial information regarding trips. Must be an upgraded, experienced TC in accordance with TSC TC policy.

ARTICLE IV: Membership

SECTION I: Membership in TSC is open to all members of the US Forces, the Civilian Component (including DoD contractor employees), their family members, other NATO military and civilian personnel and their family members, and all other personnel who are authorized to receive logistical support from the US Forces in the KMC.

SECTION II: To be considered a member of TSC one must read the TSC Constitution and Bylaws and sign a membership roster. Each page of the membership roster will include the following statement: "By signing this membership roster, I acknowledge that I have read the Constitution and Bylaws and that as a member of TSC I am jointly and severally liable for this organization's debts."

SECTION III: Further, local national citizens and US citizens who are not ID card holders may join TSC, but may not make up more than 10% of the total membership. Participation in TSC activities is limited to members, their bona fide guests, and members of other ski clubs in which reciprocal membership is held as per the Bylaws.

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SECTION VI: Honorary membership will be limited and extended to individuals who have a specifically beneficial association with TSC, hold prominent positions in the local communities, or have provided outstanding service to TSC. Such membership must be approved by a simple majority vote of the TSC Board present during a regularly scheduled monthly meeting. Honorary members have the same rights, responsibilities, and privileges as regular members with the exception of the right to vote, hold office, or make motions. Honorary members are not required to pay dues. The TSC Board will review honorary membership at the beginning of each season to determine if the individual's status still merits the privilege of membership.

SECTION V: Membership may be suspended, refused, or terminated by a simple majority vote of the TSC Board after thorough review of such circumstances as follow:

1. The conduct of the member is such as to bring discredit upon TSC.
2. The member habitually fails to meet his/her financial obligations.
3. The member fails to hold current and valid personal skiing or snowboarding liability and rescue insurance while participating in ski trips.
4. For other valid reasons as determined by the TSC Board.

The President shall announce the charge(s) at a meeting of the TSC Board to act upon the charge(s) submitted.

SECTION VI: Membership may be reinstated after termination for cause by a majority vote of the TSC Board. Application for reinstatement must be made in writing to the TSC Board.

SECTION VII: Members must be at least 18 years of age; if a person applies for membership who is less than 18 years of age, they must have an adult sponsor. The sponsor must be a member in good standing or applying for membership at the same time as the applicant being sponsored. If the sponsor is other than the minor child's parent or guardian, a notarized statement authorizing the sponsor to act in the parent's or guardian's behalf must be submitted with the application for membership. The sponsor assumes full responsibility during all TSC related activities for the person being sponsored.

SECTION VIII: Members who do not conduct themselves in a professional manner, who fail to exemplify the goals and mission of the organization, and/or who conduct themselves in a manner that could harm the organization or its members may be removed from the organization for up to two seasons. The determination of whether a member should be removed from the organization will be made by the Executive Council. Before this determination is finalized, the member shall be notified of the charge(s) against him or her in writing and shall have five (5) business days to respond and submit matters to the Executive Council. The President of the Executive Council, or Vice President in the President's absence, shall have complete discretion to determine if additional time is warranted and, if so, how much additional time should be given to the member to respond. Once the member has had a chance to respond as outlined above, final determination will require a majority vote from the Executive Council and the outcome will not be subject to appeal. All members are strongly encouraged to notify the Executive Council about any questionable member activity.

SECTION IX: Members may voluntarily leave the organization by submitting their resignation from the organization in writing. This written notice must be given to a member of the

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Executive Council or delivered to the organization during a meeting. Members will be automatically removed from the organization membership upon PCSing from Germany or permanently leaving Germany. Members may override this automatic removal by providing a written statement to the Executive Council that they wish to remain a member of TSC and understand that they may continue to be jointly and severally liable for organizational debts in the event the organization's assets are insufficient to discharge liabilities.

ARTICLE V: **Finances**

SECTION I: TSC is financially self-sustaining and there shall be no direct financial assistance from a NAFI in the form of contributions, dividends, or other donations of money or assets. Income raised by TSC will not accrue to individual members.

SECTION II: TSC revenue may be generated from trip fees, membership dues, cancellation fees, guest fees for non-members (which must be charged to avoid competition with MWR Outdoor Recreation trips), selling advertising space in TSC's annual yearbook/calendar, and fund raising and resale activities that the installation's Commander or designee has authorized in writing. Membership dues will be paid annually as specified in the Bylaws.

1. TSC cannot solicit funds on any DoD base or installation.
2. All monies collected will be used for operation of TSC, to offset activity expenses, and to purchase necessary items based upon the annual budget.

SECTION III: TSC will maintain checking accounts in both euros and US dollars in order to hold money collected from members. These funds will be used to refund members, pay TSC obligations to hotels and bus companies, pay expenses for the membership meetings/socials, and pay all other expenses incurred by the club for the purpose of its business. The Treasurer and Assistant Treasurer shall be the primary officers authorized to conduct business with TSC checking accounts. Certain other Executive Council may also be authorized to conduct business with the TSC checking accounts if the Treasurer determines it to be necessary.

SECTION IV: The basic accounting method for maintaining TSC's financial accounts will be the double entry cash system maintained in an account journal for each ski season/fiscal year.

SECTION V: Fund raising activities will be conducted in accordance with appropriate guidance at all levels (based through DoD). These activities will be in direct support of the TSC objectives listed in this Constitution and Bylaws. The appropriate approval for PO fund raising activities is the 86 AW/CC or AFAF must be coordinated through 86 FSS, 86 AW/JA and then 86 AW/CC.

ARTICLE VI: **Meetings/Socials**

SECTION I: TSC will normally conduct general membership meetings/socials twice each month, from September through May. The term "meeting" will be used for any TSC gathering at which official business is conducted or at which presentations are delivered to the general membership. If official business takes place during the meetings, minutes will be recorded by the Secretary or designated representative. The term "social" will be used for any TSC gathering in

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which official business or presentations are not being conducted. Typically the purpose of “socials” will be to allow TSC members to obtain information, sign up and pay for trips, and socialize with each other. At the discretion of the TSC Board, additional special membership meetings or socials may be held. Notice of the meetings or socials will be made through established tools regularly used by TSC to disseminate information at least 10 days prior to the event.

SECTION II: The TSC Board will conduct a general business meeting at least once each month during the active trip season and as necessary in other months. In general, all business meetings are open to observation by any TSC member. Any business to be presented at the TSC Board meeting should be brought to the President prior to the meeting.

SECTION III: No meeting shall be conducted without a quorum as defined herein.

1. **Board Meetings.** The quorum required to conduct TSC business is as follows: President or Vice President, plus 51% of all other Board Members in good standing. In exigent circumstances the senior TSC Officer present may temporarily establish a lower quorum.

2. **Membership Meetings.** The quorum required to conduct TSC business is defined as TSC Board members sufficient for a quorum in accordance with Article VI, Section III.1. above, plus the TSC members who are in good standing present at the membership meeting.

SECTION IV: *Robert's Rules of Order*, as revised, shall be the final authority as to parliamentary procedures and shall control proceedings at all meetings insofar as they do not conflict with any provision of the TSC Constitution, its Bylaws, or other applicable regulation or law.

ARTICLE VII: **Adoption & Amendments**

SECTION I: This Constitution and Bylaws became effective upon adoption by an affirmative vote of the quorum as defined in Article VI, Section III.2.

SECTION II: Subject to approval of the installation's Commander, this Constitution and Bylaws may be amended or abolished in whole or in part at any general membership meeting by a majority vote of the quorum as defined in Article VI, Section III.2., provided the changes do not conflict with directives from higher headquarters. Notification of the proposed amendment(s) shall be presented at a general membership meeting and will be voted on at the next scheduled general membership meeting. A minimum of 10 days must be allowed between the meeting when the proposed amendment(s) is first announced to the membership and the meeting when the vote is taken. The proposed amendment(s) will be announced via all official TSC processes normally used to disseminate information to the members prior to being voted upon.

SECTION III: This Constitution and Bylaws shall be automatically amended to conform with all directives from the Installation Commander without submission to the general membership.

ARTICLE VIII:

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Dissolution

TSC may be dissolved with the vote of 75% of the general membership and four of the five Executive Council' concurrence. It may also be dissolved by order of the Installation Commander. Funds contained in the Treasury will be used to satisfy any outstanding debts, liabilities, or obligations before they are allocated for any other purpose. Any remaining funds will be donated to the Fisher House Foundation. Notification of intent to dissolve TSC will be submitted in writing to the installation's Private Organizations Office.

ARTICLE IX:


Insurance and Bonding

SECTION I: TSC will maintain liability insurance unless waived by the Installation Commander IAW AFI 34-223. A copy of the insurance coverage and policy or a letter requesting the waiver will be forwarded through the base legal office.

SECTION II: TSC operates under a waiver of group liability insurance because organizational liability insurance covering skiing or snowboarding as a primary activity is not available in Germany. The TSC Board will obtain such insurance if it becomes available. TSC activities are appropriately insured against liability through the use of host nation tour companies, transportation, and accommodations.

SECTION III: All persons skiing or snowboarding on TSC ski trips are required to obtain current personal skiing or snowboarding liability and rescue insurance, which is available through various institutions. Neither TSC nor any DoD component is liable for rescue expenses or other personal liability incurred by trip participants. If it is found that a member does not have valid and current insurance before they participate in a ski trip they will be ejected from TSC per the TSC policy titled *Member in Good Standing*.

THE CONSTITUTION OF THE TANNENBAUM SKI CLUB WAS AMENDED BY TSC MEMBERSHIP ON 10 MARCH 2015



Nicole Gust
TSC President


10 March 2015
(Date)



Karen Berggren
TSC Vice President

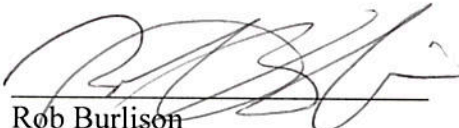
10 March 2015
(Date)

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Ryan Stritzinger
TSC Secretary

10 MAR 15
(Date)



Rob Burlison
TSC Treasurer

10 Mar 15
(Date)



Shaun Cannon
TSC Trips Chairperson

10 MAR 15
(Date)