

CONSTITUTION OF THE WIESBADEN SWIMMERS PARENTS' ASSOCIATION

ARTICLE I NAME AND PURPOSE

101.1. The name of this private organization (PO) will be the Wiesbaden Swimmers Parents' Association, hereafter referred to as the WSPA. The WSPA shall govern the operation of the Wiesbaden Wahoos Swim Team, hereafter referred to as the Wahoos or the Team. This organization is established according to Army Regulation (AR) 210-22, Army in Europe Regulation (AER) 210-22 and Department of Defense Instruction 1000.15; Private Organizations on Department of the Army Installations. The information contained in this Constitution is intended to establish and operate this private organization within the United States Army Garrison (USAG) Wiesbaden Military Community.

101.2. The purpose of this organization is to promote the enjoyment of swimming, in general, and competitive swimming activities, specifically, for eligible members, ages 6-19, of the Wiesbaden Military Community. Individual members will have no proprietary interest in the Team but will derive benefits exclusively through participation in, or patronage of, the activities for which the WSPA is established. The WSPA and the Wahoos strive to develop competitive swimmers, and promote good sportsmanship, physical fitness, teamwork, self-discipline and respect for athletic rules and regulations in a positive environment, in accordance with AR 210-22, para 2-1a(2)(b).

ARTICLE II GENERAL PROVISIONS

201.1. This organization operates and exists on a military installation only with the consent of the Approving Authority. This consent is contingent upon compliance of the organization with the requirements and conditions of (AR) 210-22. Failure to comply with cited policy will result in dissolution of the Private Organization (PO). The approval authority is the Commander, US Army Garrison Wiesbaden. The approval authority may revoke permission to operate at any time.

201.2. This organization is not an instrumentality of the United States, will be self-sustaining, and may not receive financial assistance from the Department of the Army, or any nonappropriated funds (NAF) activity in the form of contributions, repairs, services, dividends or other donations of money or other assets. This organization will not use army services, including legal, audit, transportation, postal (APO), printing, information management activities, clerical, financial, copying, management and procurement services.

201.3. All members or employees of the private organization (PO) who will have contact with children under the age of 18 in 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 (PO) who do not undergo the background check will be ineligible and cannot participate in such events.

201.4. Private Organizations (PO) 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 PART OF THE DEPARTMENT OF DEFENSE OR ANY OF ITS COMPONENTS AND IT HAS NO GOVERNMENTAL STATUS.**

201.5. The United States government, the Army, USAREUR and USAG Wiesbaden will not assume liability for any of the organization's activities or debts. Neither NAF nor appropriated funds (APF) activities may incur or assume any obligation of the organization, except as may arise out of contractual relationships. The PO will not engage in activities that compete with those of any APF or NAF activity. This organization agrees to reimburse the Army for any utility expense, unless use is incidental (would cost more to bill and collect than it costs to provide the utility).

201.6. This organization's activities will not seek to deprive individuals of their civil rights. This organization does not discriminate on the basis of race, color, creed, sex, disability or national origin. The organization will comply with applicable laws that apply to private sector employment. This organization's activities will not seek to deprive individuals of their civil rights. The organization does not discriminate in employment practices on the bases of sex, age, religion, race, color, national origin, marital status, lawful political affiliation, labor organization membership, or physical handicaps.

201.7. The organization will comply with applicable host nation laws, fire and safety regulations, environmental laws, and any other applicable statutes or regulations. The

organization is responsible for obtaining private counsel to provide assistance in determining whether the organization is in compliance with such laws.

201.8. Members, according to host nation laws, may be personally liable to creditors if assets of the Private Organization (PO) are insufficient to discharge liabilities.

201.9. 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.

201.10. This organization will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government.

201.11. On request of the Garrison Commander (but not less than annually) the organization will supply to the Garrison Commander or his/her designee the information set forth in AR 210-22 para 2-1c.

ARTICLE III

OFFICERS AND GOVERNING BODY

301.1. The administration of the Wiesbaden Swim Parents' Association shall be conducted by the Executive Board consisting of a President, Vice President, Secretary, Treasurer, Registrar, and two (2) Member-at-Large positions. These officers shall perform the duties specifically provided for herein, and in the attached Bylaws, and also the duties usually incident in their offices. The term for each position of the Board will be for approximately thirteen (13) months running from 1 April to 31 May of the following year. The outgoing board will coordinate a hand-over date shortly after the end of year banquet and before the EFSL spring President's meeting. In the event that a Board member cannot fulfill a complete year of commitment, a special election will be held to fill the vacated office. The President or Vice President must have SOFA status. 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.

301.2. In addition, the Board will be assisted by non-voting associate and volunteer positions either as detailed in Bylaws or as the Executive Board may determine. The Head Coach and Assistant Coaches may not hold elected positions on the Board of Directors while serving in a coaching role.

301.3. Elections will be held annually. The President will appoint a Nominating Committee at least eight weeks prior to the election at the End of Year Banquet. The names of candidates for elective offices shall be taken from a slate of candidates submitted by the Nominating Committee to the President. Each candidate will submit a biography to be eligible to run for office. Candidate biographies will be posted on the Wahoos website for a minimum of two weeks prior to the election to provide an opportunity for the Membership to review the biographies. Only one Family member can serve as an elected member of the Executive Board.

301.4. Voting for the new Board of Directors shall occur at the joint End of Year Banquet / Parents Meeting with a quorum of 30% of the membership. Only one vote per Family is permitted and the member Family must be in good standing. Voting shall be by secret ballot. Votes of absent members must be made by submitting a sealed envelope to the Secretary prior to the annual election meeting to be cast with all other votes at the annual election meeting. The Secretary, along with at least one person from the nominating committee, will tally the votes. Candidates receiving the most votes will assume the new office. If there is a tie, a re-vote will be conducted. The results will be sent to the general membership NLT the next day via email.

301.5. Should a vacancy occur on the Board of Directors due to resignation, transfer or inability to serve for any other reason, the President may temporarily appoint an individual to fill the vacancy, subject to approval by the remainder of the Board. Within 30 days of the vacancy, an election will be held to fill the position. Off-season voting can be conducted as necessary to ensure a fully operational Board is on hand to conduct business, Off-season voting can be conducted electronically as long as information is provided to the membership 14 days prior to the voting period, and that the voting period is open for seven days. The majority of the Board must be in agreement with the procedure of gathering and tallying electronic votes.

301.6 Duties and Powers. Shall be discharged in accordance with *Robert's Rules of Order, Revised Edition*, and delineated by the Bylaws. *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 WSPA Secretary will maintain a copy.

- A. The Board will recommend policies, supervise programs, approve meets, and participation in events, rule on membership, enforce the charter, and take action to resolve all grievances, complaints, and suggestions submitted by the Parents' Association and all other items incidental to good operations of the organization.
- B. The President shall preside over meetings of the Wiesbaden Wahoos. The President shall call special meetings of the membership, supervise all elections, and appoint committees as necessary, and shall prescribe the respective functions of the said committees.
- C. The Vice President shall assist the President in executing the affairs of the Executive Board on behalf of the WSPA. The Vice President shall assume the duties of the President in his/her absence. The Vice President is also charged with enforcing private organizational rules. The Vice President is responsible for maintaining and updating the WSPA Constitution, Bylaws, and Team Handbook.
- D. The Secretary shall prepare and submit all correspondence within the Executive Board to include minutes of meetings as approved by the Executive Board. The Secretary shall advertise all Wiesbaden Wahoos meetings at least seven (7) duty days prior to the meeting. The Secretary will maintain written minutes of all meetings. Minutes shall be published to the WSPA once approved by the President. The Secretary will also maintain the files containing all written documentation with the private organization, to include current charter, membership roster, and meeting notes/minutes.
- E. The Treasurer shall receive deposits, maintain a record, account for all funds of the Wiesbaden Wahoos, and prepare a monthly statement on the financial status of the organization. The Treasurer has the authority to disburse funds. The Wiesbaden Wahoos fiscal year will begin on 1 April and end on 31 March 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 Wiesbaden Wahoos 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 exceeds \$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 financial statement to the

USAG Wiesbaden Commander or their delegate upon request. 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.

ARTICLE IV

MEMBERSHIP

401.1. Membership shall be in accordance with the WSPA, Wahoos Bylaws and EFSL Bylaws. Membership normally will be restricted to members of the U.S. Forces, DoD civilian employees and their Family members (i.e., dependents or household members of the household of sponsors stationed in the USAG Wiesbaden, Germany Military Community), and U.S. Forces contract employees and employees of organizations granted status under Article 71, 72, or 73 of the NATO SOFA Supplementary Agreement (referred to as “ID card holders”).

401.2. At least 51 percent of the members will have SOFA status. No more than 49 percent may be non-U.S. Forces personnel. Membership of swimmers from the receiving state (i.e. Germany) is allowed as an exception to the EFSL Bylaws and is permitted within the ratios specified at paragraph 102.2 (I)(d) Exception 2. All members are expected to read the Constitution and Bylaws upon joining the organization.

401.3. To be considered a member of the Wiesbaden Wahoos one must read the Private Organization (PO) 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 the Wiesbaden Wahoos I am jointly and severally liable for this organization’s debts.”**

401.4. Members will have equal opportunity to seek office in the organization. Members, as well as elected officers, are to conduct themselves in a highly professional manner at all times and are to represent this organization through deeds and words, which exemplify the goals and mission of this organization.

401.5. Members who do not conduct themselves in a highly professional manner, who fail to exemplify the goals and missions 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.

401.6. The determination of whether a member should be removed from the organization will be made by the Executive Board. 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 Board. Members who need more time to respond may request additional time from the Executive Board. The President of the Executive Board, or Vice President in the President's absence, shall have complete discretion if additional time is warranted and, if so, how much additional time should be given to the member to respond.

401.7. Once the member has had a chance to respond as outlined above, final determination will require a majority vote from the Executive Board and the outcome will not be subject to appeal. All members are strongly encouraged to notify the Executive Board about any questionable member activity.

401.8. 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 Executive Board 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 Board that they wish to remain a member of the WSPA 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

ACTIVITIES

501.1. The primary sources of income will be dues paid by members and occasional command approved fund raising activities. All funds raised shall be used for morale purposes and operations of the Wahoos Swim Team. Neither the WSPA nor the Wahoos shall engage in any resale activities without the specific written authority from

the USAG Wiesbaden, Garrison Commander. The organization shall comply with AR 600-29, AER 210-22 and DOD 5500.7-R in fundraising activities.

501.2. Individual members of this organization will not personally profit from the organization's income except through salaries and wages of the organizations employees, award recognition for services rendered to the organization or community, or membership in an investment club as defined in AR 210-22.

501.3. Membership dues will be determined and assessed in accordance with the Bylaws of the WSPA and the Wahoos.

501.4. The Board shall carry over sufficient funds so that the new Board is not faced with immediate fundraising requirement. The actual carry over amount must be disclosed to the membership prior to the end of season banquet. Circumstances that prohibit a sufficient carry over amount must be presented and disclosed to the membership prior to the end of the season banquet.

ARTICLE VI

INSURANCE COVERAGE

601.1. The organization will maintain liability insurance unless waived by the installation commander. A copy of the insurance coverage and policy or a letter requesting a waiver will be forwarded through the base legal office.

601.2. The organization will obtain adequate insurance as protection against public liability, claims, property damage claims, or other legal actions arising from organization activities, one or more of the organization's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the PO. Any member of the PO with access to cash on hand, cash in the bank, or merchandise with a value of over \$500.00 will be bonded at PO expense in an amount sufficient to provide full protection of assets.

601.3. Members of the Team may become financially liable if the assets of the Team should fail to meet its obligations. Members of the Board who are authorized to write checks against the Team's checking account shall be bonded for an amount at least equal to the highest monthly balance in the account during the prior year.

601.4. Insurance, in the form of liability coverage, against personal property damage claims, shall be secured to cover all sanctioned swimming activities and functions associated with the Team.

ARTICLE VII

MEETINGS

701.1. Types - Executive Board and Parents' Association meetings are the typical types of meetings that will be conducted.

- A. Parents' Association Meetings - There will be two (2) general meetings called by the Board. One at the beginning of the season and one in conjunction with the end of the season banquet. If necessary, additional meetings may be called by the Executive Board during the regular swim season (August to February). The Executive Board can also distribute information and solicit feedback from the membership using email and via the Team website.
- B. Board Meetings - shall be held monthly during the regular swim season (August to February). Meetings may be held more frequently, as called for by the President or by special request by a member of the Board. The dates and times will be announced at the Parents' Association meeting or via email. Attendance will be open to the general membership. The Board may recess to executive session for discussion, deliberation, voting, or the conduct of any other business deemed appropriate by the Board.

701.2. Quorums - A majority of members of the Executive Board must be present to conduct business at a Board meeting. For a Parents' Association meeting, 30% of the membership, in good standing, will constitute a quorum. For quorum and voting purposes, the number is based on only one vote per member Family.

701.3. Business

- A. Order of Business - business is conducted by acting on motions. A majority vote of the members present at a meeting is needed to pass a motion; abstentions, proxy votes and blank ballots are disregarded. In the event members are not able to attend a meeting, votes will be accepted by sealed envelope.

- B. The President reserves the right to limit discussion of any item brought before the Board at a meeting to a predetermined time limit and to call a special meeting of the Board to resolve issues requiring additional time or discussion.

ARTICLE VIII

AUDITS

801.1. The organization will arrange for an audit, at the organization's expense, every two years, if the organization has a gross annual revenue of \$1000 or more.

801.2. The organization will arrange for an audit at its own expense on the change of its treasurer, regardless of the time elapsed since the last audit.

801.3. An audit will be performed upon request of two-thirds of the membership, upon request of the Commander, and/or as directed by higher headquarters. Audits will be conducted IAW AR 210-22, paragraph 3-3.

ARTICLE IX

ADOPTION AND AMENDMENTS

901.1. This Constitution and Bylaws shall become effective upon adoption by an affirmative vote of the majority of the Parents' Association. A majority is defined as 51% of the Executive Board and 30% of the Parents' Association. An affirmative vote of the majority of the Parents' Association is determined by 51% of the actual votes cast. Voting must be conducted at a meeting specifically called for this purpose, and upon approval of the majority of the Executive Board (51%) in agreement with the procedure of gathering and tallying such a vote. This Constitution and Bylaws are subject to review at any time but must be re-adopted at least every other year.

901.2. Amendments to the Constitution and Bylaws made throughout the year will be forwarded to the Approving Authority. The letter reporting amendments will be signed by the President and the Secretary to indicate approval by the governing board and by vote of the general membership. Proposed amendments will not conflict with any Army Regulation or directive.

901.3. Approved amendments shall be coordinated through the USAG Wiesbaden Staff Judge Advocate and are subject to approval by the Installation Commander or delegation authority.

901.4. Amendments to the Bylaws must be approved by a majority of the Wiesbaden Swim Parents' Association. Approved amendments need not be subjected to further coordination.

ARTICLE X

DISSOLUTION OF THE ORGANIZATION

1001.1. The Wiesbaden Wahoos may be dissolved with the vote of seventy-five (75%) of the general membership and three-fourths (3/4) of the Executive Board concurrence. It may also be dissolved by order of the Installation Commander.

1001.2. If the organization is dissolved, all funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The balance of these assets will be disposed of as determined by the membership. The remaining funds will be donated to the European Swim Forces League.

1001.3. Notification of intent to dissolve will be submitted in writing to the USAG Wiesbaden Installation Commander. Notice will include:

- A. A statement of dissolution dated and signed by the organization's President.
- B. A copy of the complete final audit report
- C. A copy of the receipt(s) issued by the charitable organization to which residual assets were transferred.
- D. A copy of the Community Bank statement showing a zero balance.

1001.4. The Approving Authority is the Commander, USAG Wiesbaden.

George Coleman, President
Wiesbaden Swim Parents' Association

(Date)

Kara Jensen, Vice President
Wiesbaden Swim Parents' Association

(Date)

Jan Milan, Secretary
Wiesbaden Swim Parents' Association

(Date)

Jason Mitchell, Treasurer
Wiesbaden Swim Parents' Association

(Date)

Dan Jorgenson, Registrar
Wiesbaden Swim Parents' Association

(Date)

Teruse Roseman, Member at Large
Wiesbaden Swim Parents' Association

(Date)

Allison Payment, Member at Large
Wiesbaden Swim Parents' Association

(Date)