

PATCH SKI CLUB  
PATCH BARRACKS, STUTTGART, GERMANY  
CMR 480 GENERAL DELIVERY  
APO AE 09128

BY-LAWS

ARTICLE I  
DUTIES OF OFFICERS

SECTION 1: The function of the Board of Directors (BOD) are as follows:

a. **President:** The President shall oversee the business of the Club and preside at all membership and BOD meetings. The President shall be responsible for oversight of all club-sponsored activities and ensure compliance with the constitution and bylaws. The President shall create the agenda for all BOD meetings and oversee approval of BOD meeting minutes. Upon demand of no less than 25% general members (as determined by the total number of membership votes available based on 1 vote per individual membership and 2 votes per family membership) or majority of the BOD he/she will call a special meeting of the general membership of BOD. In the absence of the Business Director the President may sign organizational checks.

b. **Vice President:** The Vice President shall assist the President and will preside in the absence of the President. He/she shall be responsible for overseeing preparation and publication of the Patch Ski Club (PSC) Member's Guide. The Vice President shall oversee the preparation and publication of all brochures, forms, membership cards, guides and advertisements. He/she greets new members and guests at socials to tell them about the PSC events, trips, schedules, and answer any questions they may have. Displays brochures, programs, trip flyers, trip applications and other clubs promotional item on welcome table. In the absence of the President and the Business Director he/she may sign organizational checks. The Vice President shall be responsible for the functions and activities of all minor officers.

c. **Business Manager:** The Business Manager shall have custody of all the monies and securities of the Club and shall be responsible for their proper safeguarding. He/she shall:

(1) Sign checks and make necessary disbursements of funds approved by the BOD in accordance with the Bylaws.

(2) Maintain accounting records in accordance with Article V, VI, VII, VIII, X, XI, and XII of the Bylaws.

**d. Trips Accounts Director:** The Trips Account Director shall maintains the trip accounts and report the status of such accounts to BoD during monthly meetings. He/she shall advise Trip Captains on the state of their accounts and send weekly EFT reports to TCs, TCC and Booking Director. The Trips Accounts Director shall assist the Business Director and act on the Business Director's behalf in Business Director's absence.

**e. Secretary:** The Secretary shall maintain records of the Club's Constitutions and Bylaws, correspondence, and minutes of BOD meetings. A copy of each BOD meeting minutes should be available to all BoD members within a week of a meeting and will be forwarded to the approving authority in accordance with Article III. Upon a change of officers, a list of all officers with their addresses and phone numbers shall be provided to the approving authority. Assists the Membership Director at all socials and assumes the Membership Director duties when the Membership Director is absent.

**f. Trip Captain Coordinator:** The Trip Captain Coordinator shall propose trip captain assignments for all trips and present them to the BOD for Approval. The Trip Captain Coordinator responsibilities include training the trip captains, publishing a BOD approved "Trip Captains Guide", and adherence to established policies and procedures for ski trip administration.

**g. Booking Director:** The Booking Director shall prepare a proposed trip schedule and present it to the BOD for approval. The Booking Director shall solicit competitive bids from participating travel bureaus and resort managers to get the best deals for the club. The objective is to obtain at least two competitive bids for each trip other than direct bids. Direct bids are those the BOD has already decided to schedule (e.g. a specific ski school or location at a specific time) by direct contact with the resort or travel bureau and will be handled by the Booking Director. The Booking Director shall provide all trip information and details to the Trip Captains to assist with their creation of Trip Flyers, and to the Webmaster for posting to the PSC Website.

**h. Membership Director:** The Membership Director shall ensure the eligibility of all applicants. He/she shall organize membership drives, collect dues, issue membership cards and brochures, and distribute other membership materials. He/she shall maintain a current membership listing and assist in the distribution of newsletters to the membership.

**i. Social Director:** The Social Director shall plan social events, arrange membership meeting places, plan activities for meetings, arrange for displays and presentations, and plan other activities as designated by the BOD.

**j. Social Media/Marketing Director:** Utilizes and coordinates social media to promote the club, its trips and events. The Social Media Director shall arrange for radio and newspaper announcements, AFN, Facebook®, Instagram, community emails, and any other social media, advertising all activities of the Club. Coordinates all internal marketing functions at club events such as photographing and videotaping club activities. Promotes club's trips and social events on the private Facebook PSC Members Group, the PSC website and by emailing membership. Proposes innovative ideas to create promotional club items to build brand awareness.

k. **Webmaster:** The Webmaster shall be responsible for the club website utilizing the latest web development technology. He/she shall ensure that the website is maintained and up to date. He/she shall Maintain the website domain name and BOD email accounts.

SECTION 2: Officers at the end of their term of office will ensure that all organization records are complete, including: checkbook, financial statements, meeting minutes, PO handbook, continuity books, etc. These items will be handed off to the new Board of Directors/Officers.

## ARTICLE II ELECTIONS

SECTION 1: Elections will be held during February/March of each year. The President may appoint a nominating committee to select and present to the membership the proposed list of candidates prior to the election. Elections will be conducted by ballot voting. Ballots will be provided to the general membership by mail, email, or at a general membership meeting. Control will be maintained by inscribing the member number of the individual or family on the ballot. As noted in the Constitution, individual (single) memberships will have one vote each and family memberships will have two votes. Ballots will be completed and returned to the President via mail, email, hand delivery or deposited in a ballot box made available on the specific voting date at a general membership meeting. Absentee voting will be done by mail or email. Proxy voting is not permitted. Elections will be decided by a majority of votes cast. All votes must be received by the due date to be counted.

SECTION2: The term of Office for all members of the BOD shall be from 1 May until 30 April, except that the outgoing Business Director shall retain responsibility of the Club's financial accounting until the fiscal-year audit has been completed in accordance with Article I and Article II of these Bylaws.

a. After 1 May both outgoing and in-coming Business Directors shall operate at the direction of the in-coming BOD.

b. If the office of the President becomes vacant during the term, the Vice President shall replace the incumbent President. If this is not possible, then a new election will be held under the direction of the BOD.

c. Should a vacancy occur in the BOD, the President will, with concurrence of the majority of the BOD, appoint a member from among the general membership to fill the vacancy for the remainder of the terms. Such member shall serve with the same powers and responsibilities as an elected member.

d. Upon a change of officers, the Secretary will forward a list of officers' names, addresses, and telephone numbers to the approving authority.

SECTION 3: Call for nominations will go out at the 2<sup>nd</sup> February general membership meeting with the meeting announcement. Nominations will be due by the 2<sup>nd</sup> March general membership meeting. Elections will be held at the 1<sup>st</sup> April general membership meeting and any required run-off elections will occur on the 2<sup>nd</sup> April general membership meeting.

ARTICLE III  
MEETINGS AND MEMBERSHIP NUMBERS

SECTION 1: Meetings of BOD normally shall be monthly and at such a time and place as directed by the President. During the months between May and August, BOD meetings may be less frequent at the discretions of the President. Notification of times, places, or reminders of meetings will be done verbally, by email, telephone, or by agreement at a previous meeting and is the responsibility of the Vice President. A majority of the BOD shall constitute a quorum. Each member of the BOD is expected to attend scheduled meetings. A BOD member may cast a written vote in absentia. BOD members should provide voting proxy and appropriate material (i.e. checkbooks, trip information, outstanding contracts, etc.) when they will not be available for meetings. The following standing committees may be appointed: Program Committee, Membership Committee, Publicity Committee, Member Guide Committee, Publications Committee, and Merchandising Committee. Standing committee members are encouraged to attend all scheduled Board meetings but will not have a vote.

SECTION 2: Upon change of officers, an updated list that includes list the includes name, complete CMR address, non-DoD telephone numbers, and non-DoD email addresses of all officers will be forwarded to the approval authority.

SECTION 3: A copy of all meeting minutes will be forwarded to the approval authority annually. The President will Sign minutes. (AR 210-22, Chap 2-1., c(1)(a))

ARTICLE IV  
SPECIAL COMMITTEES

SECTION 1: The BOD may call on members as necessary to serve on ad hoc committees for special projects. All committees will operate under the direct on and with the advice and consent of the BOD. Ad hoc committees will have the same powers as Standing Committees.

ARTICLE V  
EXPENDITURES

SECTION 1: The funds of the Club may be expended only at the direction of the BOD for operational, recreational, educational, or social activities conducted for the members as a whole. Reimbursement of costs incurred by an individual member on behalf of the Club shall be subject to the approval of the BOD. The only petty cash fund authorized for use are those utilized by the Business Director and the Membership Director at membership meetings. Maximum amounts authorized in the petty cash are \$330 and 300 Euro.

**SECTION 2: Typical expenses the club may pay include, but are not limited to the following:**

a. The Membership Director may use petty cash to provide change for membership dues at membership events and general member meetings for those members paying in cash.

b. The Business Director may use petty cash to reimburse members who have purchased prizes to use at general membership events. Limit of prizes is 25 Euro or the US dollar equivalent. Members seeking reimbursement must provide a proper receipt to the Business Director for reimbursement.

c. The Business Director may use petty cash to pay vendors providing services, products, or facilities to the club but do not accept payment by check or electronic funds transfer. For example facilities rental for a general membership event or to pay the one free drink provided at the general membership meeting.

d. Travel Bureau Arranged Club Sponsored Event: The Business Director will make cash, electronic funds transfer, or check payments (deposits and final) as required by the travel bureau only after being provided with a proper invoice from the travel bureau.

e. Direct Bid Club Sponsored Events: The Business Director will make cash, electronic funds transfer, or check payments (deposit or final) as required by any event participating vendor (accommodation, transportation, lift ticket, etc) only after the being provided with a proper invoice form the Trip Captain or Booking Director.

## **ARTICLE VI** **INCOME**

**SECTION 1:** The revenue of the Club will consist of income derived from dues, assessments, and monies from such revenue-producing activities as may be approved by the BOD; typically club sponsored trips.

**SECTION 2:** The Club normally will not conduct fund raising activities. In the event the Club conducts such activities, the activities will be sponsored and conducted in accordance with the provisions of AE Reg 210-11 upon subsequent approval or the approving authority.

**SECTION 3:** The BOD shall establish annual dues for the Club membership. Membership is for a period from 1 September to 31 August of the following year. Current annual dues (subject to change by the BOD) will be published annually. Dues are not refundable.

## **ARTICLE VII** **FINANCIAL CONTROL**

**SECTION 1:** The accounting records will be maintained using single entry, cash basis accounting on a fiscal year basis to reflect the assets, liabilities, net worth and financial transactions of the Club. The Club's fiscal year shall be from 1 July through 30 June.

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

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

ARTICLE VIII  
BONDING

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

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

ARTICLE IX  
LIABILITY INSURANCE

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

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

ARTICLE X  
AUDIT

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

SECTION 2: Patch Ski Club uses a single entry accounting system.

SECTION 3: Accounting records will be audited at the end of the Club's fiscal year or on change of Business Directors. The audit will be conducted by a member of the Club who is not serving on the BOD

or by a qualified individual hired at Club expenses for that purpose. The audit will include at least the following:

- a. A thorough check to ensure all transactions are recorded and properly documented and accounts currently posted.
- b. Verification of Club inventory reports, if any.
- c. Verification of the financial statement is accurate and issued at least annually for review by the BOD.
- d. An accounting of all cash on hand reconciliation of bank statements, test checks for accounts receivable, and reconciliation of accounts payable and other liabilities.
- e. A copy of the audit report of corrective action taken will be furnished to the approving authority.

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

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

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

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

#### ARTICLE XI DONATION/WELFARE CONTRIBUTIONS

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

#### ARTICLE XII RESALE AND FUNDRAISING ACTIVITIES

SECTION 1: The revenue of the Club will consist of income derived from dues, assessments, and monies from such revenue-producing activities as may be approved by the BOD.

SECTIONS 2: The Club normally will not conduct fund raising activities. In the event the Club conducts such activities, a letter requesting permission to conduct a fundraising or donation drive type event

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

SECTION 3: The BOD shall establish annual dues for the Club membership. Membership is for a period from 1 September to 31 August of the following year. Current annual dues (subject to change by the BOD) will be published annually. Dues are not refundable.

Section 4: The AR 210-22, paragraph 3-1d, states, Private Organizations will not engage in the distribution or sale of alcoholic beverages at any time and thus, no alcohol will be part of any PO meeting, fundraiser or activity.

Section 5: Participation in fundraising or donation drive type activities will be limited to members of the US Forces, their family members, and members of the civilian component of the US Forces and their family members who are authorized logistical support pursuant to IMCOM-Europe Regulation 600-700.

Section 6: The organization will specify risk management procedures when planning and carrying out activities for their organization to ensure the safety of all participants.

Section 7: The organization will make a statement as to how duty time will be accounted for on those days that are not official ot training holidays or weekends.

#### ARTICLE XIII EMPLOYEES

SECTION 1: The Club does not have employees. All officers and officials are volunteers.

#### ARTICLE XIV AFFILIATED CHAPTERS

SECTION 1: The club is not affiliated with any other clubs or organizations.

#### ARTICLE XV RESCISSION

SECTION 1: The Constitution and Bylaws shall be effective immediately after approval by the organization upon subsequent written approval by the approval authority.



SECTIONS 2: Upon approval of the Constitution and the Bylaws, all previously published Constitutions and Bylaws will be rescinded.

ARTICLE XVI  
RESTRICTIONS

SECTION 1: There is no official relationship between Club activities and official duties and responsibilities of DoD personnel who are Club members or participants.

SECTION 2: The Club's Constitution and Bylaws must authorize all Club functions and expenditures. Only the Club will choose its specific functions and expenditures. DoD personnel acting in an official capacity will not influence these choices.

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

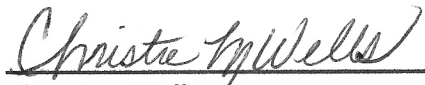
SECTION 4: Except as authorized, this organization will not use for any improper purpose or in a manner that implies endorsement by any federal entity, or include in its title, logo, letterhead, name, seal, or acronym "DoD" or the name, abbreviation or seal of any military department, service or other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

ARTICLE XVII  
RATIFICATION

The Bylaws have been approved by a majority board vote on June 3, 2020.



Christine Pannaman  
Christine Pannaman  
President



Christine Wells  
Christine Wells  
Secretary