

CONSTITUTION OF THE TANNENBAUM SKI CLUB

ARTICLE I:

Name

The name of this private organization (PO) is “**The Tannenbaum Ski Club**” (hereafter referred to as **TSC**). TSC is a private, non-profit organization established in accordance with the provisions of Air Force Instruction (AFI) 34-223, Private Organization Program, 11 March 2007, and all subsequent interim changes.

ARTICLE II

Purpose

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 86th Services Squadron 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.

ARTICLE III:

General Provisions

SECTION I: 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.

SECTION II: TSC operations require approval of the 86th Airlift Wing Commander, and require compliance with all applicable Air Force directives.

SECTION III: The TSC Board will administratively address any conflict between any portion of the Constitution and/or By-laws with existing Air Force directives.

SECTION IV: TSC 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. This organization will refrain from activities that might prejudice or bring discredit on any Department of Defense (DoD) components or other agencies of the US Government.

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ARTICLE IV: Government and Officers

SECTION I: TSC is governed by a Board of Directors (TSC Board) elected annually by the general membership. The TSC Board will select the Elected Officers for TSC and is authorized to choose replacement members for the Board of Directors during the year in accordance with this section and applicable By-laws. The TSC Board will have a minimum of five Elected Officers and up to a maximum of twenty-two other Board members. The term “Board of Directors” (TSC Board) shall apply to both the Elected Officers 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 Elected Officers from among its members by a majority vote. At least 67% 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 Elected Officers 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, newsletter, publicity, treasurer, trips, webmaster, 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.

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 Board can be found in the Board policy titled *Board of Director Roles and Responsibilities*.

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ARTICLE V: Membership

SECTION I: Membership in TSC is voluntary and 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. 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 By-laws.

SECTION II: 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 III: 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 IV: 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 V: 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.

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ARTICLE VI: **Finances**

SECTION I: As a private organization, TSC members are solely responsible for all financial liabilities TSC incurs. Neither the Department of the Air Force, the Department of the Army, USAFE, or USAREUR will assume any responsibility for this organization's debts.

SECTION II: 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 III: 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, and fund raising and resale activities that the 86th Airlift Wing Commander or designee has authorized in writing. All fund raising activities will be coordinated through 86th Services Squadron and the 86th Airlift Wing Office of the Staff Judge Advocate prior to the event. Membership dues will be paid annually as specified in the By-laws.

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 IV: TSC will maintain checking accounts in both euros and 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, 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 of the other Elected Officers may also be authorized to conduct business with the TSC checking accounts if determined to be necessary by the Treasurer.

SECTION V: 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. TSC's fiscal year is from 1 August to 31 July.

ARTICLE VII: **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 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 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.

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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 two other Elected Officers, plus 51% of 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 VII, 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 By-laws, or other applicable regulation or law.

ARTICLE VIII: **Adoption & Amendments**

SECTION I: This Constitution and By-laws became effective upon adoption by an affirmative vote of the quorum as defined in Article VII, Section III.2. above.

SECTION II: Subject to approval of the 86th Airlift Wing Commander, this Constitution and By-laws 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 VII, Section III.2. above, 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 By-laws shall be automatically amended to conform with all directives from the Installation Commander without submission to the general membership.

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ARTICLE IX: Dissolution

TSC may be dissolved with the vote of 75% of the general membership and four of the five Elected Officers' 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. If adequate funds are not available to cover all outstanding debts and liabilities of the organization, all Board members have the personal financial responsibility to pay such debts and liabilities on a pro rata basis. All Board members shall be informed of this provision. Notification of intent to dissolve TSC will be submitted in writing to the 86th Services Squadron Private Organizations Office.

ARTICLE X: Insurance and Bonding

SECTION I: 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. TSC acknowledges they are required under AFI 34-223 to obtain liability insurance if the request for waiver is not approved.

SECTION II: All persons participating in 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 ??, 2010

Jennifer Spencer
President

John Hereford
Vice President