



Bylaws

JUNE 2020

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KAISERSLAUTERN LANDSTUHL SPOUSES' ASSOCIATION BYLAWS

ARTICLE I: Declaration of Bylaws

Section 1. The Board of Governors (BOG) hereby declares these Bylaws for the management of the Kaiserslautern Landstuhl Spouses' Association (KLSA), in accordance with the KLSA Constitution and applicable military and host nation policies and regulations.

ARTICLE II: Membership

Section 1. Membership in the KLSA is voluntary. Proof of eligibility must be presented when applying for membership. KLSA membership is open to all ranks and all services.

Section 2. The KLSA shall have Active, Honorary, and Community members. Membership runs from 1 June through 31 May of the following year; however, membership may be terminated when the conduct of a member is of such a nature that it brings discredit upon the KLSA, the military, the host nation, NATO and/or its agencies, and the US Government and/or its agencies.

Section 3: The KLSA supports equal opportunity and does not discriminate in its membership or hiring practices based on age, race, color, religion, national origin, gender, gender identity, sexual orientation, ethnicity, mental or physical challenges or disabilities, branch of service, or rank. Additionally, the KLSA does not discriminate in its hiring practices based on the aforementioned discriminators nor marital status, lawful political affiliations, or labor organization membership.

Section 4. The classification and eligibility of membership is as follows:

a. Active Membership: Active Members must maintain a valid DoD Identification (ID) Card and they must be granted status under the North Atlantic Treaty Organizations (NATO) Status of Forces Agreement (SOFA). Active Membership is open to the following:

- i. Individuals in the US Forces, active or retired, and military or civilian employees, active or retired;
- ii. All spouses and adult dependents of: US military personnel, active or retired; civilians employed by the DoD; deceased military personnel; and US civilian contract employees;
- iii. Spouses of NATO ID cardholders in the KMC.

b. Honorary Membership: Honorary Membership is by invitation only from the President of the KLSA.

- i. The President shall invite the senior active duty Army spouse and/or the senior active duty Army Non Commissioned Officer (NCO) spouse in the KMC to be the Honorary President(s);

- ii. The Honorary President(s), in conjunction with the KLSA President, will select the advisor(s) from the senior Army officer and NCO spouses in the KMC.

c. Community Membership: Community Membership is for active members of the German-American and International Women's Club (GAIWC).

- i. Any active KLSA member may invite and sponsor any active GAIWC member to be a Community Member;
- ii. GAIWC members must meet criteria for active membership in the GAIWC according to their governing documents;
- iii. The KLSA BOG does not guarantee or facilitate the access of Community Members to US Military Installations. Obtaining the necessary access is the responsibility of the sponsoring KLSA member.

Section 5. Active Membership entitles a member to vote and hold an elected or appointed BOG position and participate in the social, cultural, and philanthropic activities of the KLSA. Membership of non-US Forces sponsored personnel will not exceed 49% of the General Membership at any given time. Honorary and Community Membership entitles a member to participate in the social, cultural, and philanthropic activities of the KLSA. Honorary Members are ineligible to vote, hold an elected or appointed BOG position, and must fill out a membership application. Community members are eligible to vote, ineligible to hold an elected or appointed BOG position, must pay membership dues, fill out a membership form, and will not exceed 25% of the General Membership at any given time.

Section 6. Persons eligible for membership in the KLSA shall be allowed to attend one regular General Membership Meeting as a guest. After that, membership is required for continued involvement with the KLSA. Persons not eligible for membership may attend one General Membership Meeting per year as the guest of a KLSA member. Exceptions may be approved by the President on a case-by-case basis. The President must notify the Reservations Chair of the approved exception before the guest can RSVP.

Section 7. All members of the KLSA are required to adhere to the Constitution and Bylaws, available on the KLSA website (www.klsa.org) or by direct request of the member to a member of the BOG.

Section 8. A member is in good standing when all dues and fees are paid in full and no financial or legal obligations are outstanding between the member and the KLSA.

Section 9. Termination of membership is as follows:

- a. On departure of a Permanent Change of Station (PCS) of the member from the KMC area, membership may be retained for the remainder of the membership year but will not be renewed upon the next membership year.
- b. Membership may be terminated upon written request of the member.

- c. Membership may be terminated by 2/3 vote of the KLSA BOG if:
- i. The conduct of a member is such as to bring discredit upon the KLSA, the military, the host nation, NATO and/or its agencies, and the US Government and/or its agencies;
 - ii. The member fails to meet financial obligations to the KLSA within thirty days of incurring the obligation.

ARTICLE III: Dues and Fees

Section 1. The BOG shall set the annual membership dues each year at the first BOG meeting.

Section 2. Membership dues are not refundable. Failure to pay membership dues within thirty calendar days of applying for membership and/or by the next General Membership Meeting, whichever comes first, shall prohibit the applicant from participating in KLSA sponsored activities, voting, and serving on the BOG.

Section 3. Membership dues will be reduced to an amount established by the BOG no later than the December BOG meeting. The reduced dues go into effect in January of the membership year and will remain in effect for the duration of the membership year.

Section 4. Outstanding dues and fees prohibit membership with the KLSA. Upon the completion of a membership year any member, or non-member, found to have unpaid debt with the KLSA will be prohibited from renewing their membership with the KLSA until such a time as the debt is paid.

ARTICLE IV: Duties of the Board of Governors

Section 1. General duties of the BOG includes, but are not limited to the following:

- a. Attend a minimum of six Executive Committee and/or six BOG meetings as appropriate to the position held,
- b. Attend appropriate committee meetings for the position held,
- c. Attend General Membership Meetings and special activities/events of the KLSA,
- d. Attend Board Training events,
- e. Coordinate effectively with other BOG members,
- f. Submit monthly BOG reports,
- g. Comply with KLSA policies and procedures for funds reimbursements and obligations,
- h. Elected and/or appointed BOG positions require a Standard Operating Procedure (SOP) which shall be created, updated, and maintained as necessary,
- i. Provide monthly/quarterly submissions to the KLSA Newsletter as necessary,
- j. Perform effectively within the limits of the established budget,

- k. Prepare and submit a budget for the position serving to the Treasurer before the April BOG meeting for the next years budget,
- l. Volunteer a minimum of five hours in the KLSA Thrift Shop per BOG year,
- m. Actively encourage KLSA members to volunteer in support of KLSA activities and to bring guests to KLSA events,
- n. Maintain a Continuity Book containing at a minimum the following items:
 - i. Complete job description with reflects the overall duties and responsibilities of the position,
 - ii. An updated SOP for the position,
 - iii. Monthly BOG reports for the current BOG year,
 - iv. Monthly BOG meeting minutes for the current BOG year,
 - v. After Action Reviews (AAR) that include expenditures, revenues, points of contacts, schedules, and all necessary and pertinent information related to the event or position,
 - vi. Signed copy of the current KLSA Constitution and Bylaws,
 - vii. Copy of AR 210-22, Private Organizations on Department of the Army Installations.

Section 2. Only the President, First Vice President, and Second Vice President are authorized to enter into contracts on behalf of the KLSA.

Section 3. Honorary President(s) and Advisor(s), as set forth in Article III, Section 2 of the KLSA Constitution, shall advise, counsel, and assist the elected officers of the KLSA in the performance of their duties as follows:

- a. May attend EC, BOG, and Standing Committee meetings, and may provide guidance in all matters pertaining to the KLSA as set forth in Article III, Section 2 of the KLSA Constitution,
- b. Are non-voting members of the KLSA as set forth in Article III, Section 3 of the KLSA Constitution,
- c. Offer experience, suggestions, guidance, and counsel but the decision making power rests with the elected officers and the processes outlined within this document.

Section 4. Executive Committee Members: President, First Vice President, Second Vice President, Treasurer, Secretary, and Parliamentarian.

- a. **PRESIDENT:** in addition to the duties and responsibilities of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the President to:
 - i. Oversees the affairs and activities of the KLSA,

- ii. Collaborate with the Parliamentarian to call meetings and establish order,
 - iii. Appoint Standing Committee Chairs, Ad Hoc or Special Committee Chairs, and is an ex-officio member of all committees, except the Nominating Committee,
 - iv. Conducts activities authorized by the KLSA BOG,
 - v. Ensure all requirements for operation, to include those necessary to maintain the KLSA status as a PO within the USAG-RP, are forwarded to the required approving authorities in a timely manner,
 - vi. Sign any KLSA check, as necessary, under \$2,000.00, Thrift Shop Consignment check under \$500.00, and Thrift Shop payroll check under \$1,500.00,
 - vii. Co-sign any KLSA check, as necessary, over \$2,000.00, Thrift Shop Consignment check over \$500.00, and Thrift Shop payroll check over \$1,500.00,
 - viii. Vote in the event of a tie,
 - ix. Ensure all BOG positions and Standing Committees have a current SOP.
- b. FIRST VICE PRESIDENT:** in addition to the duties and responsibilities of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the First Vice President to:
- i. Assume the duties of the President in the absence of the President, and/or succeed to the Presidency upon vacancy due to Permanent Change of Station (PCS) or resignation of the President at the direction of the EC,
 - ii. Oversee the affairs and activities of the KLSA Thrift Shop,
 - iii. Assist the President with Standing Committees and Membership activities as needed,
 - iv. Oversee the proper distribution of grants, scholarships, monies, and donations of the KLSA,
 - v. Oversee the KLSA Thrift Shop Bookkeeper,
 - vi. Sign any KLSA check under \$2,000.00, Thrift Shop Consignment check under \$500.00, and Thrift Shop payroll check under \$1,500.00,
 - vii. Co-sign any KLSA check, as necessary, over \$2,000.00, Thrift Shop Consignment check over \$500.00, and Thrift Shop payroll check over \$1,500.00,
 - viii. Oversee the Standing Committee Chair of Bright Eyes, Community Grants, Operation Deploy Your Dress, Scholarships, and the Volunteer Coordinator,

ix. Serve on the Executive, Finance, Community Grants, Scholarship, and the Constitutional and Bylaws Review Committees.

c. **SECOND VICE PRESIDENT:** in addition to the duties and responsibilities of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the Second Vice President to:

- i. Assume the duties of the President in the absence of both the President and First Vice President, and/or succeed to the President upon vacancy due to PCS or resignation of the President under the direction of the EC,
- ii. Ensure the proper planning, preparation, and execution of programs for the KLSA and have a proposal for the next BOG year at the May BOG meeting,
- iii. Assist the President with Standing Committees and Membership activities as needed,
- iv. Sign any KLSA check, as necessary, under \$2,000.00, Thrift Shop Consignment check under \$500.00, and Thrift Shop payroll check under \$1,500.00,
- v. Co-sign any KLSA check, as necessary, over \$2,000.00, Thrift Shop Consignment check over \$500.00, and Thrift Shop payroll check over \$1,500.00,
- vi. Oversee the Standing Committee Chair of Activities, Outreach, Publicity, Reservations, Ways and Means, and the Webmaster,
- vii. Serve on the Executive, Finance Committees, and Constitutional and Bylaws Review Committees,
- viii. Ensure the execution of successful monthly General Membership Meetings.

d. **SECRETARY:** in addition to the duties and responsibilities of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the Secretary to:

- i. Record the minutes of all EC, BOG, and General Membership Meetings,
- ii. Submit final minutes to the BOG and/or Committee Chairs no later than one week after the initial meeting,
- iii. Submit monthly BOG meeting minutes to MWR prior to the end of the relevant month,
- iv. Pick up and disseminate mail to the appropriate person,
- v. Ensure the Postal Signature Card is up to date,
- vi. Oversee the Standing Committee Chair of AWAG, Historian, and Membership,

- vii. Maintain all necessary and pertinent historical files and documentation for the KLSA,
- viii. Serve on the Executive and the Constitution and Bylaws Review Committees.

e. TREASURER: in addition to the duties and responsibilities of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the Treasurer to:

- i. Work with the Bookkeeper to ensure proper accounting in all KLSA fiscal functions,
- ii. Obtain bonding annually for all persons listed in Article IV, Section 3 of the KLSA Constitution,
- iii. Ensure proper insurance policies are obtained,
- iv. Sign any KLSA check, as necessary, under \$2,000.00, Thrift Shop Consignment check under \$500.00, and Thrift Shop payroll check under \$1,500.00,
- v. Co-sign any KLSA check, as necessary, over \$2,000.00, Thrift Shop Consignment check over \$500.00, and Thrift Shop payroll check over \$1,500.00,
- vi. Present monthly financials to the BOG,
- vii. Ensure all end of year financial reviews and audits are completed,
- viii. Submit monthly financial statements to MWR prior to the end of the relevant month,
- ix. Ensure all tax laws are upheld and file the KLSA annual taxes with the IRS in a timely manner,
- x. Ensure an annual audit is conducted,
- xi. Prepare the annual budget and present it to the General Membership for approval during the last General Membership Meeting of the year (May),
- xii. Serve on the Executive, Finance, Community Grants, and Scholarship Committees.

f. PARLIAMENTARIAN: in addition to the duties and responsibilities of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the Parliamentarian to:

- i. Enforce parliamentary procedure according to the current edition of Robert's Rules of Order at all EC, BOG, and General Membership Meetings, and any other meetings as requested by the Standing Committee Chair,
- ii. Serve as a non-voting member,

- iii. Head the Constitution and Bylaws Review Committee as directed in the KLSA Constitution Article VII, Section 2 and Bylaws Article V, Section 1, Subsection e, iv,
- iv. Arrange and conduct all elections and voting,
- v. Head the Nominating Committee as directed in Article V, Section 1, Subsection e, v. of this document.

ARTICLE V: Duties of the Standing Committee Chairs and Standing Committees

Section 1. Standing Committees may be created, changed, or abolished at the discretion of the President with the approval of a majority vote of the BOG. In addition to the duties of the BOG as stated in Article IV, Section 1 and 2 of this document; it shall be the duties of the Standing Committee Chairs to:

- a. Adhere to, or develop, an SOP for their committees,
 - b. Create subcommittees as necessary to accomplish committee work,
 - c. Recruit committee members as necessary from the KLSA General Membership,
 - d. Subcommittees and their activities are the responsibility of the Standing Committee Chair,
 - e. The members-at-large and/or alternate members of the Finance, Community Grants, Constitution and Bylaws, and Luncheons Committees shall be approved and/or appointed by the President in consultation with the KLSA Advisor(s).
- i. **FINANCE COMMITTEE:** The Finance Committee is headed by the Treasurer and is comprised of the Treasurer, President, First Vice President, Second Vice President, and three Members-At-Large. The committee is responsible for sound fiscal management of the KLSA by conducting quarterly reviews of all KLSA financial statements.
 - ii. **COMMUNITY GRANTS COMMITTEE:** The Community Grants Committee is headed by the Community Grants Chair and will report to the First Vice President. In addition to the Community Grants Chair, the committee will be comprised of the First Vice President, Treasurer, and at least three Members-At-Large. The committee is responsible for publicizing, collecting, and reviewing Grant requests to ensure all monies, forms, receipts, and Grant deliveries are completed, accurate, and properly documented. The committee is required to meet monthly during the giving cycle in order to vet the applicants and prepare a financially smart proposed list of awardees. The Community Grants Chair, or designated representative, will present the BOG, at the next scheduled BOG meeting, the proposed list of awardees. The BOG will vote based on the recommendations of the committee. All requests exceeding \$2,000.00 require General Membership approval at the next scheduled General Membership Meeting. A log of Grant recipients and disbursements, as well as declinations and rationale, will be maintained for no less than four years. Refer to Article IV, Section 1, Subsection f of the KLSA Constitution.

- iii. **LUNCHEON COMMITTEE:** The Luncheon Committee will be headed by the Second Vice President. In addition to the Second Vice President the committee will be comprised of the Reservations Chair, Memberships Chair, and three Members-At-Large. The committee is responsible for planning and executing the monthly luncheons/General Membership Meetings.
- iv. **CONSTITUTION AND BYLAWS COMMITTEE:** The Constitution and Bylaws Committee is headed by the Parliamentarian at the direction of the President. In addition to the Parliamentarian, the committee will be comprised of the President, First Vice President, Second Vice President, and no more than two Members-At-Large. The details pertaining to this committee can be found in Article XI of this document.
- v. **NOMINATIONS COMMITTEE:** The Nominations Committee is headed by the Parliamentarian and will be comprised of the Honorary President(s), Advisor(s), and no fewer than two KLSA General Members appointed by the Advisor(s) in consultation with the Honorary President(s) and Parliamentarian. The details pertaining to this committee can be found in Article VII, Section 2 and 3 of this document.
- vi. **RETAIL COMMITTEE:** The Retail Committee is headed by the First Vice President and will be comprised of the First Vice President, Thrift Shop Bookkeeper, Thrift Shop Manager, Ways and Means, the Volunteer Coordinator, and two Members-at-Large. The committee is responsible for ensuring the KLSA Thrift Shop is run efficiently, effectively, and in accordance with federal, state, and host nation laws. They are also responsible for planning, implementing, and managing profitable business strategies and practices.

Section 2. In addition to the duties of the BOG as stated in Article IV, Section 1 and 2 of this document, and the duties of the Standing Committee Chairs as stated in Article V, Section 1 of this document; the duties and descriptions of the Standing Committee Chairs is as follows:

- a. **ACTIVITIES CHAIR:** To organize and implement activities for the General Membership. Maintain an accurate monthly calendar of events and activities for the KLSA General Membership. All events and activities that have an admittance fee (ie: luncheons) cannot generate a profit in terms of the event cost generated from the General Membership in excess of \$250. Likewise, any event with an admittance fee that generates an overall financial loss in excess of \$100 should not occur again in the future. Report to the Second Vice President.
- b. **AWAG CHAIR:** Serve as a liaison between the KLSA and the AWAG (Americans Working Abroad Globally) Board. Coordinate the attendance and payments of KLSA BOG members attending fall, pre-annual, and/or annual AWAG training seminars and meetings. Communicates events of AWAG to the KLSA General Membership and KLSA events to the AWAG board and representatives. Liaison with the Rhineland-Pfalz AWAG point of contact. Report to the Secretary.

- c. BRIGHT EYES COORDINATOR:** Responsible for publicizing, coordinating, and executing the Bright Eyes Program. Ensure all qualifying invoices are vetted IAW the Bright Eyes SOP and properly documented for payment justification. Coordinates with the Treasurer for disbursements and ensures all bills are paid at least once per quarter to the Optical Shop. Maintains log of recipients and disbursements for no less than four years. Report to the First Vice President.
- d. COMMUNITY GRANTS:** Responsible for publicizing, collecting, and reviewing grant requests and ensuring monies are distributed within the parameters established in the Community Grants SOP and uphold the philanthropic values of the KLSA. Report to the First Vice President.
- e. HISTORIAN:** Maintain a photographic record of events and activities. Prepare a photo book/scrapbook of the KLSA year that is to remain in the possession of KLSA and placed alongside the other KLSA historical books and files at the KLSA Thrift Shop. Report to the Secretary.
- f. HOSPITALITY CHAIR:** Encourage spouses to join KLSA and welcome guests, new members, and members at all KLSA events and activities. Work with other BOG members to ensure members and guests are welcomed, supported, and properly thanked on behalf of KLSA.
- g. MEMBERSHIP CHAIR:** Plan and conduct an annual Membership Drive (Super Sign Up) in conjunction with the Second Vice President. Compile and maintain accurate membership records, ensure each new member receives a membership pin, and ensure membership pins are well stocked. Work closely with the Reservations Chair to ensure reservation lists accurately reflect members and guests. Work with the Reservation Chair to provide name tags for General Membership Meetings. Report to the Secretary.
- h. OPERATION DEPLOY YOUR DRESS (ODYD):** Responsible for planning and executing all ODYD operating hours and special events in accordance with policies and standards established by the ODYD National 501(c)(3). Must uphold the positive image of ODYD at all times and adhere to all KLSA Thrift Shop policies and procedures. Report to the First Vice President.
- i. OUTREACH COORDINATOR:** Organize and implement outreach activities for the General Membership. Coordinate, publicize, and implement a non-monetary donation collection and distribution plan for each monthly membership meeting (luncheon). Report to the Second Vice President.
- j. PUBLICITY CHAIR:** Create and disseminate all public relations and activities of the KLSA to the appropriate agencies. Coordinate across the BOG to ensure all activities and events receive media attention. Prepare and disseminate a Newsletter. Ensure all advertising and public relations uphold KLSA in the highest regard. Report to the Second Vice President.
- k. RESERVATIONS CHAIR:** Track all reservations and cancellations for KLSA events and activities that require reservations. Work closely with the Membership Chair to ensure reservation lists accurately reflect members and guests. Work with the Membership Chair to provide name tags for General Membership Meetings. Report to the Second Vice President.

- I. SCHOLARSHIPS CHAIR:** Represents KLSA on the KMC Scholarship Steering Committee. Attend all KMC Scholarship Steering Committee meetings and ensure scholarship information is distributed within the KMC. Coordinate with the Treasurer for timely financial disbursements. Report to the First Vice President.

- m. VOLUNTEER COORDINATOR:** Serve as the Organization Point of Contact (OPOC), monitor and update the Volunteer Management System (VMIS) as necessary for all KLSA volunteers, coordinate with the KLSA Thrift Shop to ensure accurate reporting of the KLSA Thrift Shop volunteers, and coordinate with the First Vice President and Second Vice President to assist in the recognition of KLSA and KLSA Thrift Shop volunteers. Report to the First Vice President.

- n. WAYS AND MEANS:** Create revenue for the KLSA Operating Account by developing and maintaining an inventory of unique items available for sale to the KLSA General Membership. Items will be available for sale at KLSA events and activities, in the KLSA Thrift Shop, and on the KLSA website. Coordinates closely with the First Vice President for sales at the KLSA Thrift Shop and the Second Vice President for sales at KLSA activities and events. Report to the Second Vice President.

- o. WEBMASTER:** Ensure the KLSA website is up-to-date and reflects accurate information at all times. Work with the Publicity Chair to ensure all of the KLSA advertising efforts are represented on the website. Work with the Reservations Chair and Treasurer to ensure online payments are functioning and tracking properly. Report to the Second Vice President.

ARTICLE VI: Board Vacancies

Section 1. Removal of an Executive Committee and/or Board of Governors Member.

- a.** All BOG members must be General Members of the KLSA.

- b.** Elected and appointed BOG members may be dismissed for any or all of the following:
 - i.** Bringing discredit upon the US Army, the KMC, NATO, the Host Nation, and/or KLSA;

 - ii.** Excessive absences from BOG or General Membership meetings;

 - iii.** Failure to fulfill the responsibilities of the elected or appointed position;

 - iv.** Failure to pay membership dues by the first BOG meeting after they are elected or appointed into their position.

- c.** Appointed BOG members may be dismissed from the BOG by the President in consultation with the Executive Committee.

- d.** Dismissal of an elected BOG member requires Presidential and Advisor(s) concurrence and approval by a two-thirds (2/3) vote of the BOG.

- e.** Dismissal of the President requires the Honorary President(s) and Advisor(s) concurrence and approval of two-thirds (2/3) vote of the BOG.

Section 2. Filling a Vacancy on the Executive Committee and/or Board of Governors.

- a. A vacancy in an appointed BOG position will be filled by appointment of a new BOG member by the President;
- b. A vacancy in an elected Executive Committee position will be filled by appointment of a new Executive Committee member by the President in concurrence with the Advisor(s);
- c. In the vacancy of the President, if the First Vice President and the Second Vice President decline to accept the position and there is more than six months left in the term, the Honorary President(s) and the Advisor(s) will appoint a temporary President.

ARTICLE VII: Elections

Section 1. No member shall be elected to the same Executive Committee position for more than two consecutive terms. In the event that the Nominating Committee finds no interested, qualified candidate for a particular EC position, an officer may serve an additional term with the approval of the Honorary President(s) upon the recommendation of the Honorary President(s) and the Advisor(s).

Section 2. The Nominating Committee.

- a. The Parliamentarian shall chair the Nominating Committee. If the Parliamentarian is interested in serving in an EC position he/she will appoint someone to serve as the Nominating Committee Chair in their place. The Chair will keep the Parliamentarian apprised of the committee's progress and will consult the Parliamentarian with questions regarding procedure.
- b. The Nominating Committee will consist of the Parliamentarian (or alternate chair), the Honorary President(s), Advisor(s), and no fewer than two KLSA General Members appointed by the Advisor(s) in consultation with the Honorary President(s) and Parliamentarian. Members of the Nominations Committee may be currently serving BOG members, but they may not be considered for an elected position for the upcoming EC. Before beginning meetings and throughout the process, the Honorary President(s), Advisor(s), and Parliamentarian will consult with the sitting President regarding the needs of the EC for the upcoming year.
- c. In February, the identities of the Nominations Committee will be made known to the General Membership. Membership may then contact the committee if they are interested in serving on the EC. Nominations will be taken and shared within the committee.
- d. The committee will create a slate of nominees for the elected board positions according to the procedures outlined in the Nominations Committee SOP and present it to the General Membership one month prior to the April elections. Members may submit write-in nominations to the Parliamentarian up to two weeks prior to the General Membership meeting that the elections are to be performed. The Parliamentarian will confirm the write-in nominee's interest in the position and, if necessary, add him/her to the official ballot.

- e. For positions where there is more than one nominee, voting is administered by a written ballot during the General Membership meeting. An end to the voting process must be announced prior to ending voting. The ballots are counted by the Chair of the Nominating Committee and two committee members as appointed by the Advisor(s). Before the end of the General Membership meeting, the Parliamentarian will report the results of the election to the General Membership. The Parliamentarian will keep all ballots on hand for review by interested members until the end of the meeting where the voting was conducted.
- f. The newly elected EC members are installed at the May General Membership meeting. The newly installed board will begin service on June 1st and remain in position until May 31st of the following year, unless vacating the position earlier.

Section 3. As part of the nominating process, the Parliamentarian, in consultation with the Nominations Committee, will solicit interest in the appointed board positions. If a member expresses interest in an appointed board position, the Parliamentarian will share that expressed interest with the newly elected President for his/her consideration. The Parliamentarian will not offer any positions, as it is the newly elected President's prerogative to appoint each member of the BOG.

ARTICLE VIII: Meetings, Quorums, and Voting

Section 1. The EC shall meet at the call of the President. Three members of the EC shall constitute a quorum during EC meetings, EC decisions require a simple majority to pass.

Section 2. The BOG shall meet monthly and/or at the call of the President. A quorum for the BOG is met when the number of voting board members present is a simple majority. All decisions of the BOG shall be made by a simple majority vote of those BOG members present at the time of the vote. Board members who serve in two appointed positions concurrently may only vote once. Committees with co-chairs may each enter a vote.

Section 3. General Membership meetings will be held on a monthly basis as determined by the BOG. The members present will constitute a quorum; decisions of the General Membership require a simple majority to pass.

Section 4. Special meetings of the membership may be called at any time upon the request of the BOG (through a motion made, seconded, and carried by the BOG in a BOG meeting), or by written petition of ten percent of the General Membership.

Section 5. Notice of General Membership, and/or special meetings, stating the nature of the business to be conducted shall be given through one or more means of communication, as chosen by the BOG, at least seven days prior to the scheduled meeting.

Section 6. The approved minutes from the latest BOG meetings shall be available to the General Membership by request.

Section 7. Voting at board, general, and special meetings shall be by a show of hands, written ballot, or voice vote of the members present. A simple majority of the eligible voting members present will be required for approval of any motion. The Parliamentarian determines which voting method is to be used, unless specified in the KLSA Constitution and Bylaws. In consultation with, or if requested, by the President, the Parliamentarian may call for an evote in accordance with the established evote procedures detailed in Article VIII, Section 10 of this document.

Section 8. If a voting BOG member is unable to attend a BOG meeting, he/she may appoint a proxy to vote on his/her behalf. Board members must notify the Parliamentarian in writing (email is acceptable) of the name of the proxy at least 24 hours prior to the BOG meeting where the vote is to be conducted. At the start of the New Business section of the agenda the Parliamentarian will read the names of any proxy and for whom they are voting on behalf of so that it is recorded in the meeting minutes. Written notifications (to include those emailed) will be collected and presented to the Secretary for attachment to the meeting minutes.

Section 9. Within committees, decisions may be made by an official vote or consensus. For a decision to be final and eligible to move forward to a BOG meeting at least one Member-at-Large, the President (or his/her designee), and the committee chair must present at the committee meeting conducting the vote. The Honorary President(s) and/or Advisor(s) may choose to attend committee meetings or be available for telephonic consultations as necessary.

Section 10. Evote Procedures: in the event that a vote must be held before the next regularly occurring General Membership meeting or BOG meeting, an vote may be held using the following procedures:

- a. A member will email the motion to the Parliamentarian and the President. The Parliamentarian will forward the motion and its second motion to the entire voting group and open the motion for discussion. If the issue is of such importance that an evote is necessary, the President, Parliamentarian, and member making the motion should have already discussed and ensured that a second is readily available to speed up the process. The Parliamentarian will inform members of the discussion time period;
- b. Members will email any discussion directly to the Parliamentarian only. If a member emails a vote in at this time it will be counted as their official vote;
- c. The Parliamentarian will forward all discussion points to the entire voting group;
- d. At the conclusion of the discussion period, the Parliamentarian will call for votes;
- e. Members will email their votes directly to the Parliamentarian;
- f. The number of votes submitted constitutes a quorum in a vote by the General Membership. In a vote by the BOG, the quorum rules of the BOG meetings apply;
- g. The Parliamentarian notifies the President, the maker of the motion, and then the voting group of the results of the vote;
- h. At the next regularly scheduled BOG meeting the Parliamentarian will read the realist of the vote so that they may be entered in to the meeting minutes;

- i. The Parliamentarian will make emails containing discussion points or votes available for any requesting members review until those emails are entered into the official BOG meeting minutes.

ARTICLE IX: KLSA Thrift Shop

Section 1. The KLSA Thrift Shop exists to:

- a. Benefit the KMC by returning a portion of proceeds to the community through the KLSA Community Grants Program, the KMC Scholarship Program, and Bright Eyes;
- b. Accept donated items, which are sold as KLSA property;
- c. Promote community volunteerism through its primarily volunteer workforce.

Section 2. The KLSA Thrift Shop may coordinate with other local charitable organizations and thrift stores in an effort to bridge communities and foster volunteerism.

Section 3. The total wages of paid positions will not exceed thirty percent of the Thrift Shop gross income. Income and revenue may be measured monthly or yearly for the purpose of this limitation. USAREUR 210-22.

ARTICLE X: KLSA Employees

Section 1. The creation and elimination of paid staff positions is at the discretion of the KLSA EC by recommendation of the First Vice President.

Section 2. The KLSA EC must conduct a vote and reach a simple majority in order to terminate the employment of a sitting KLSA Thrift Shop Manager.

Section 3. Paid staff positions, job descriptions, and pay rates are outlined in the Thrift Shop SOP and Employment Policies. Ensuring these are up to date and accurate is the responsibility of the KLSA Thrift Shop Manager in consultation with the First Vice President and the KLSA Thrift Shop Bookkeeper.

Section 4. Termination of employment for KLSA Thrift Shop employees, other than the KLSA Thrift Shop Manager, is at the discretion of the First Vice President in consultation with the President and the KLSA Thrift Shop Manager.

Section 5. The hiring of employees for the KLSA Thrift Shop is the responsibility of the First Vice President in consultation with the President and the KLSA Thrift Shop Bookkeeper.

Section 6. KLSA will observe all applicable laws on labor standards for employment as per DoDI 1000.15.

Section 7. KLSA is responsible for ensuring compliance with fire and safety regulations, environmental laws, international laws, local, state, and federal tax codes, and any other applicable statutes and regulations within the operation of the organization. DoDI 1000.15 and IRS Revenue Ruling 70.375.

