



Constitution

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KAISERSLAUTERN LANDSTUHL SPOUSES' ASSOCIATION CONSTITUTION

ARTICLE I: Name and Purpose

Section 1. The name of the organization shall be the Kaiserslautern Landstuhl Spouses' Association, hereafter referred to as KLSA, located throughout the United States Army Garrison Rheinland-Pfalz (USAG-RP) military communities surrounding Kaiserslautern, Germany. This association conforms with the provisions of Department of Defense Instruction (DODI) 1000.15, Army Regulation (AR) 210-22 Private Organizations on Department of the Army Installations, Department of Defense (DoD) Joint Ethics Regulation (JER) 5500.7-R, United States Army Europe (USAREUR) Private Organizations and Fundraising Policy, USAG-RP Standard Operating Procedure (SOP) Non-appropriated Funds Support Division (NSD) #30-19, IRS Revenue Ruling 70.375, and the policies and procedures outlined by the USAG-RP Morale, Welfare and Recreation (MWR) Private Organizations (PO) Division.

Section 2. The purposes of the KLSA shall be to:

- a. Develop and foster a spirit of community responsibility and belonging amongst its members while preserving the ideals of charity, benevolence, and fellowship;
- b. Provide financial support for activities and programs within the Kaiserslautern Military Community (KMC), as well as regional, national, and international organizations that have a charitable or educational impact;
- c. Provide opportunities for social, cultural, and creative pursuits for its members;
- d. Assist other organizations in fulfilling their charitable goals.

ARTICLE II: General Provisions

Section 1. The KLSA is organized exclusively for charitable, educational, and social purposes. In addition, the KLSA is organized and operated in compliance with the requirements and conditions of all applicable regulations and policies, specifically those listed in Article 1, Section 1 above, and in compliance with federal and host nation laws.

Section 2. No part of the KLSA earnings shall benefit, or be distributed to its members, officers, or other private persons, except that the KLSA shall pay reasonable compensation for services rendered, make payments and distributions, award scholarships, award community grants to qualified recipients, and provide reimbursement of approved expenditures to its members in furtherance of the purposes set forth in Article 1 above. The KLSA shall adhere to current and future federal tax rules and regulations, as well as applicable host nation tax laws.

Section 3. None of the KLSA activities will involve the use of propaganda, or attempts to influence legislation. The KLSA shall not participate in, or intervene in (including the publications and/or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The KLSA will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the government or host nation. The KLSA will not seek to deprive individuals of their civil rights.

Section 4. 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 5. The KLSA operates and exists on a military installation with the consent of the USAG-RP Garrison Commander. This consent is contingent upon compliance with the requirements and conditions of all applicable regulations and policies, as listed in Article 1, Section 1, as well as compliance with applicable federal and host nation laws. The KLSA is self-sustaining and will not receive financial assistance from the Department of the Army (DA), any NAF activity, nor from an Appropriated Fund (APF) operation.

Section 6. Members of the KLSA shall fully understand that they may be held personally liable should the assets of the KLSA be insufficient to discharge liabilities. Neither the United States (US) Army, the host nation, nor any other government agency is financially liable for debts incurred by the KLSA. This organization is not an instrumentality of the United States. KLSA will be self-sustaining, and may not receive financial assistance from the Department of the Army or any nonappropriated fund (NAF) activity in the form of contributions, repairs, services, dividends, or other donations of money or other assets as referenced in Article I, Section 1 of this Constitution. Additionally, all members acknowledge that they understand the provisions of this Article and Section by signing the confirmation statement on the KLSA Membership Form.

Section 7. This organization will not use Army services, including legal, audit, transportation, postal (APO), printing, information management activities, clerical, financial, copying, management, and procurement services as stated in AR 210-22, para 5-3.

Section 8. In compliance with the regulations listed in Article 1, Section 1 of this Constitution, The President will submit a request through the MWR PO section for the continuance of the KLSA.

Section 9. The Constitution of the KLSA shall be reviewed at least every five years. The Bylaws of the KLSA shall be reviewed at least every two years.

Section 10. The United States government, the Army, USAREUR, and the USAG Rheinland-Pfalz will not assume liability for any of the organization's activities or debts. AR 210-22, para. 2-1a(1)(a); DODI 100.15.

Section 11. Neither NAF nor APF activities may incur or assume any obligation of the organization, except my arise out of contractual relationships. AR 210-22, para. 5-2.

Section 12. Members, according to host nation laws, may be personally liable to creditors if the assets of KLSA are insufficient to discharge liabilities. AR 210-22, para. 2-1a(2)(d).

ARTICLE III: Officers and Governing Body

Section 1. The elected officers of this association shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer. The President shall appoint a Parliamentarian. The elected officers and Parliamentarian comprise the executive level of the Board of Governors (BOG) of the KLSA, hereafter referred to as the Executive Committee (EC).

Section 2. The BOG shall be composed of the EC, the Honorary President(s), the Advisor(s), and Chairs of Standing Committees. Excluding the President, Parliamentarian, Honorary President(s), and the Advisor(s), the elected officers and Chairs of the Standing Committees are voting members of the BOG with one vote each. The President shall cast a vote only in the event of a tie. If a Standing Committee has co-chairs, each individual serving as a co-chair is entitled to his/her one vote. Members not serving in an elected or appointed position on the BOG are referred to as the General Membership.

Section 3. All members of the EC will meet eligibility criteria for active membership of the KLSA as defined in the KLSA Bylaws Article II, Section 4a. Committee Chairs, the Honorary President(s), and the Advisor(s) must be active members of the KLSA as defined in the KLSA Bylaws Article II, Section 4a. Membership dues must be paid no later than his/her first board meeting. The Honorary President(s) and Advisor(s) are not required to pay dues, they may do so at their discretion; however, paying dues does not change their voting limitations.

Section 4. Elected officers shall serve for a period of one year or until their successors are elected. Chairs of the Standing Committees shall serve for a term of one year or until their successors are appointed by the President.

Section 5. The business of the KLSA shall be conducted according to this Constitution and the KLSA Bylaws by the BOG. The power of administration, management, and operations of the KLSA shall be vested in the BOG.

ARTICLE IV: Methods of Financing, Insurance, and Taxes

Section 1. It is the responsibility of the KLSA BOG to conduct business in a manner that establishes the KLSA as self-supporting and operates in a manner ensuring financial stability and legality at all times.

- a. Funds received by the KLSA shall be allocated to either the Operating or Welfare accounts.
- b. Membership dues are established annually by the BOG at the first board meeting.
- c. The Treasurer and the Thrift Shop Bookkeeper will present their proposed annual budgets to the EC and BOG at the last BOG Meeting of the fiscal year. The budgets will encompass every financial commitment and/or proposed distribution and usage of funds for the upcoming fiscal year. The budgets must be voted on at the first General Membership Meeting of the new fiscal year.

- d.** Income derived from dues, fundraising, Ways and Means, and the Thrift Shop are allocated as follows:
- i.** All membership dues and Ways and Means proceeds shall be allocated to the KLSA Operating Account;
 - ii.** All fundraising profits, less administrative and operating expenses, shall be allocated to the Welfare Account;
 - iii.** Proceeds from the KLSA Thrift Shop are allocated between the Thrift Shop Operating Account and the Welfare Account as necessary. Proceeds in excess of the Thrift Shop's Operating Budget financial commitments shall move to the Welfare Account twice per year, at six month intervals.
- e.** No member of the BOG may spend more than \$50.00 in operating expenses over and above their approved budget line without EC approval. All expenditures exceeding \$500.00 that are not included in the approved budget require the approval of the General Membership.
- f.** Requests for grants from the KLSA will be received and considered in the month prior to their intended distribution. Grant requests are evaluated by the Community Grants Committee and submitted to the BOG for approval:
- i.** All requests exceeding \$2000.00, after BOG approval, must be approved by the General Membership at the next General Membership Meeting;
 - ii.** Any awarded monies not used by the recipients must be returned to the KLSA, or the recipient must submit an amendment to their original request for BOG approval. All amendments exceeding \$500.00, after BOG approval, must be approved by the General Membership at a General Membership Meeting.
- g.** A full financial statement of the previous fiscal year will be disclosed to the membership annually at the first General Membership Meeting of the year.
- h.** The KLSA Operating Account must be at a minimum of \$10,000.00 at the beginning of each fiscal year.
- i.** The Welfare Account must be at a minimum of \$25,000.00 at the beginning of each fiscal year with the intended allocation as follows:
- i.** \$10,000.00 designated for Community Grants;
 - ii.** \$10,000.00 designated for the KMC Scholarship Fund;
 - iii.** \$5,000.00 designated for the Bright Eyes Program.
- j.** KLSA will reimburse the Army for utility expenses, unless such use is deemed incidental (would cost more to bill and collect than it would cost to provide the utility) per AR 210-22, 2-1a(2)(e).

Section 2. Adequate insurance will be obtained as protection against public liability claims, property damage claims, or other legal actions that may arise from the activities of the KLSA. Insurance coverage shall be reviewed annually by the Treasurer in conjunction with the President and First Vice President.

- a. A minimum of \$100,000.00 shall be maintained in an insurance policy;
- b. KLSA must carry proper insurance for any event open to the general public (anyone that falls outside the parameters of, and is ineligible for, KLSA membership). The Treasurer will ensure proper insurance is obtained and paid for prior to such events;
- c. The KLSA Thrift Shop must maintain insurance coverage on its tangible property, as well as coverage for its employees, licensees, and patrons of the KLSA Thrift Shop. It is the Treasurer's responsibility to ensure proper insurance is purchased, at a minimum of \$100,000, annually.
- d. Employees of KLSA 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 KLSA shall not participate in NAF employee benefit programs upon their affiliation with KLSA. DODI 1000.15.

Section 3. Bonding is required for all persons named on the KLSA financial accounts and recommended for anyone routinely handling KLSA monies (ie: the Thrift Shop Cashier and Ways and Means). Bonding for the aforementioned people shall be obtained by the Treasurer.

Section 4. A review of the financial statements for both KLSA and the KLSA Thrift Shop by an independent third party shall be conducted annually. A copy will be submitted to the BOG at the next scheduled BOG Meeting. The KLSA and the KLSA Thrift Shop will abide by all tax laws established by state, federal, and host nation authorities.

ARTICLE V: Dissolution

Section 1. The KLSA may be dissolved by order of the USAG-RP Garrison Commander, furthermore, authority to operate is revocable without cause and may be revoked at any point by the CG, USAREUR; Director, IMCOM-E; USAG Rheinland-Pfalz Commander; or Director, F&MWR - AR 210-22, 2-1a(1)(b), 2-1e, & USAG RP.

Section 2. The General Membership may, by a vote of two-thirds majority of the total membership, recommend dissolution of the KLSA to the USAG-RP Garrison Commander.

Section 3. In the event of such recommendation, all funds in the bank accounts at that time will be used to meet any outstanding debts, liabilities, or obligations of the KLSA. Any remaining assets will be disbursed to charitable organizations.

Section 4. Upon such recommendation by the General Membership, the President, the Community Grants Chair, the Honorary President(s), the Advisor(s), and the Treasurer will be designated as trustees to liquidate all assets of the KLSA.

ARTICLE VI: Parliamentary Authority

Section 1. If an issue arises that is not governed in this Constitution and Bylaws, the Parliamentarian will consult the current issue of Robert's Rule of Order and Parliamentary Procedures.

Section 2. The Parliamentarian will make a recommendation to the President as to what is most appropriate for KLSA business in the spirit of the Constitution and Bylaws and the guidance of Robert's Rule of Order.

Section 3. The Parliamentarian will maintain a position of impartiality, and therefore does not make motions, participate in debate, vote on any question except in the case of a ballot vote, and will not cast a deciding vote.

ARTICLE VII: Constitutional Approval, Amendments, and Adoption

Section 1. All activities and functions of the KLSA must be in accordance with applicable regulations and host nation laws and are subject to approval by the USAG-RP Garrison Commander.

Section 2. A meeting of the Constitution and/or Bylaws Committee to review the Constitution will be called by the Parliamentarian at the direction of the President at least every five years. A review of the Bylaws will be conducted in the same manner at least every two years. The Parliamentarian will present the proposed changes to the Constitution and/or Bylaws Committee to the BOG and, upon BOG approval, to the General Membership.

Section 3. The Amendment process may be used to add new information to or alter previous amendments.

- a. Changes to content of the body of the existing document may only be made during a review of the entire document. A meeting of the Constitution and/or Bylaws Committee to consider an Amendment may be called by the Parliamentarian under the direction of the President. The Parliamentarian will present the proposed changes to the BOG and, upon BOG approval, to the General Membership.
- b. The Amendment(s) becomes effective by approval of two-thirds of the BOG at a regular scheduled meeting or by a special vote called for by the President, and by a majority of members present at a General Membership Meeting.
- c. In the course of the next Constitution and/or Bylaws review, the Constitution and/or Bylaws Committee may choose to add the information contained in the Amendment(s) to the body of the document(s). If the Constitution and/or Bylaws Committee determines instead to leave the information as an Amendment, it remains alterable through the Amendment process.

Section 4. The adoption of an Amendment(s) to the KLSA Constitution becomes effective by approval of two-thirds of the BOG at a regularly scheduled meeting, or by a majority vote called by the President at a General Membership Meeting.

Section 5. This Constitution shall then supersede all previous Constitutions and Amendments. Specific agreements and contracts entered into under the terms of previous Constitutions remain in effect until such terms of agreements or contracts have reached their expiration dates.

ARTICLE VIII: Adoption

This Constitution was approved by the BOG at a meeting held on 14 June 2022 and by the General Membership at a meeting held on 20 September 2022. In witness thereof, the following affix their signatures:

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12/31/2022
9A5525B830244B2...
Heidi Bredlow Date
President, KLSA

DocuSigned by:
12/31/2022
C6014B7A7E0874F22...
Faith Bailey Date
First Vice President, KLSA

DocuSigned by:
12/31/2022
DE0D8D23FD77464...
Mariefe Cahanding Date
Second Vice President, KLSA

DocuSigned by:
12/31/2022
BDBB0B4E0250400...
Natasha Pruett Date
Parliamentarian, KLSA