



VICENZA COMMUNITY CLUB CONSTITUTION

01 June 2022 – 31 May 2023

ARTICLE I-ORGANIZATION NAME, LOCATION, AND AUTHORITY

The name of this Private Organization will be the Vicenza Community Club (VCC) and it will be located on Caserma Ederle in the United States Army Garrison (USAG) Italy Community. The official mailing address is: CMR 427 BOX 120 APO, AE 09630. The Vicenza Community Club shall operate with the approval of the Commander, USAG Italy, hereinafter referred to as Approving Authority (AA).

ARTICLE II - GENERAL PROVISIONS

Section A. Authority for establishment

1. This organization is established and approved to operate in compliance with all applicable Department of Defense (DOD) and Army Regulations and Policies governing private organization operations and fundraising activities including DOD 5500.7-R, Joint Ethics Regulation, Army Europe Regulation 210-22, Private Organizations on Department of the Army Installations (22 October 2001), Private Organization and Fundraising Policy (2 December 2003), Installation Management Agency Europe Memorandum, Community Events Policy (27 March 2006), and USAG Italy Private Organizations Policies and Procedures Handbook (November 2017). Failure to comply with the above-cited regulations will result in dissolution of the private organization by the Approving Authority.
2. In accordance with the Army Europe Regulation 210-22, the Vicenza Community Club must request a renewal to operate from its Approving Authority biennially at least ninety (90) days prior to expiration.

Section B. Non-governmental instrumentality

This organization is not an instrumentality of the United States, will be self-sustaining, and may not receive financial assistance from the Department of the Army (DA), or any Non-Appropriated Funds (NAF). This organization will not duplicate or compete with any authorized Army or NAF or Appropriated Fund (AF) activity. Neither the DA nor United States Army, Europe will assume any liability for this organization's actions or debts. The organization agrees to reimburse the Army for utility expenses (if used) unless use is incidental.

Section C. Discontinuance of the organization

The membership or the Approving Authority may discontinue the organization. The Approving Authority may withdraw permission to operate on the Army installation at any time. Notification by

either party will be in writing. On termination, the command may require that any abandoned Private Organization assets will be considered as donations to the installation. The Approving Authority has the absolute discretion to determine whether the Private Organization's continued operation is compatible with the Army's interest.

Section D. Constitution and By-laws

All members are required to read the Constitution and By-laws upon joining this organization. Membership in the Vicenza Community Club requires an explicit written agreement to abide by the Vicenza Community Club's Constitution and By-laws.

Section E. Personal Liability

In accordance with Host Nation law, all members may be personally liable to creditors if assets of the organization are insufficient to discharge all liabilities.

Section F. Non-Discrimination

This organization shall not discriminate in membership on the basis of race, color, religion, national origin, gender, sexual orientation, disability, or creed; nor seek to deprive individuals of their civil rights. This organization shall not accept invitations from, or participate in, any activity or organization that does not conform to this non-discrimination policy. This organization will not propagate extremist activities, advocate violence against others, or support the violent overthrow of the US or Host Nation Governments.

Section G. Membership Eligibility

Membership eligibility and responsibilities for all management functions are discussed in Article V of this Constitution and Articles I-IV of the organization's By-laws.

Section H. Prohibited Activities

This organization will not conduct activities that may discredit the Army, DOD, or the Federal Government. The organization will not impose a financial obligation on the Army, or any Non Appropriated Fund Instrumentality (NAFI). The organization will not duplicate or compete with authorized Army or NAFI activities.

Section I. Sale of Alcohol

This organization will not engage in the distribution or sale of alcoholic beverages at any time. Private Organizations providing volunteers to operate FMWR booths selling or transferring FMWR-provided alcoholic beverages, however, are not violating this prohibition (paragraph 3-1 d, Army Europe Regulation 210-22, 15 June 2009).

Section J. Thrift Store

The Vicenza Community Club oversees and is responsible for the daily operations of the Vicenza Thrift Store in accordance with Army Europe Regulation 210-22. The SOP for the Thrift Store is in the By-laws.

Section K. Community Enrichment (CE) Program

The Vicenza Community Club supports the Vicenza Military Community monetarily through a Community Enrichment Program. The SOP and rules governing grant decisions shall be included in the By-laws and approved by Executive Board annually. The Vicenza Community Club will advertise this program during the year with an open application to community members to apply for financial grants for military supportive organizations, military units and FRGs, and other various community needs. Members, but not associate members, may serve on the CE committee for no more than two years consecutively and must abstain from voting on any vote that poses a conflict of interest.

Section L. Scholarships

The Vicenza Community Club offers educational scholarships for current club members and their dependents pursuing higher education. The SOP and rules governing award decisions shall be included in the By-laws and approved by Executive Board annually. Members, but not associate members, may serve on the scholarship committee for no more than two years consecutively and must abstain from voting on any vote that poses a conflict of interest.

Section M. Amending the Constitution:

1. Proposed amendments to the Constitution shall be submitted in writing to the General Board for approval.
3. The General Board may approve proposed amendments at any regular meeting by a simple majority vote provided a quorum is present.
4. Amendments approved by the General Board must be submitted to the Membership for approval.
5. If the General Board does not approve the proposed amendment, upon the petition of at least twenty-five percent (25%) of the voting membership, it must be submitted to a membership meeting of the Vicenza Community Club for approval or rejection.
6. Amendments to the Constitution made throughout the organizational year will be submitted to the Approving Authority for approval. The letter reporting amendments will be signed by the President, 1st Vice President, 2nd Vice President, and Secretary to indicate approval by the membership.

Section N. Amending By-laws

By-laws may be adopted, amended, or repealed by a simple majority vote by the General Board at a board meeting provided that a quorum is present. Amendments to the By-laws made throughout the organizational year will be submitted to the Approving Authority for approval. Approved revisions of the By-laws must be published and disseminated to the membership.

Section O. Non-commercial

This organization will not be created, operated, or administered for a commercial or monetary purpose.

Section P. Compliance

This organization will be responsible for complying with all applicable federal, state, foreign fire and safety regulations, environmental laws, tax codes, and other applicable statutes and regulations.

Section Q. Obligations upon Dissolution

In the event that this organization is dissolved, all funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The disposition of the balance of these assets is discussed in Article XV of this Constitution.

ARTICLE III - PURPOSE

The Vicenza Community Club's purpose is to:

1. Support worthwhile community projects, needs and services by fairly and equitably distributing all Community Enrichment monies generated from our Thrift Store, and other USAG Italy approved fundraising events.
2. Develop, organize, and sponsor a variety of educational, philanthropic, cultural, creative and social opportunities for our members.
3. Set an example for the USAG Italy community by always working together in an inclusive spirit of volunteerism, mentorship, and hospitality.
4. Support and empower the Caserma Ederle and Del Din communities through service to others and community building.

ARTICLE IV - MEMBERSHIP ACTIVITIES

Section A. Activities

Vicenza Community Club sponsors and/or supports activities that may include, but are not limited to: meetings, luncheons, special activities such as the Annual Gala and the Annual Scholarship Banquet, and various fundraising activities within the Vicenza Community Club membership.

Section B. Fundraising

Fundraising activities not listed in Section A above may require written approval of the Approving Authority. Letter reporting amendments will be signed by the governing board members to indicate approval by the General Board.

ARTICLE V – MEMBERSHIP

Section A. Membership

The Vicenza Community Club membership shall consist of active, honorary, and associate memberships. Membership is available to the USAG Italy and Host Nation Communities, but at least 51% of the membership must have "SOFA status" in accordance with regulations.

1. **Active Membership:** Active membership is available to all USAG personnel and spouses who have been granted status under the North Atlantic Treaty Organization Status of Forces Agreement (SOFA), as prescribed in Army Europe Regulation 210-22. USAG personnel in this category may include the following: military or civilian personnel (active or retired) and their spouses and adult children. Active members are entitled to vote, hold office, and participate in Vicenza Community Club activities. Active members will pay dues annually, except for the following: USAG Italy Survivor Outreach Service spouses (POC: ACS), and "Gold Star" Families in the community (POC: ACS), who will be extended the offer of free membership to honor the sacrifice of their family; and Thrift Store employees, who will receive free membership for the duration of their employment.
2. **Honorary Membership:** Honorary membership may be extended by the President and Honorary President. Honorary Members shall have all the privileges of active members with the exception of voting and holding office. Honorary Members are not required to pay dues.
3. **Associate Membership:** Associate membership may be extended by the President and Honorary President to Host Nation personnel after consulting with the Membership Chair to ensure that associate membership at no time exceeds 25% of total membership. Associate members shall have all the privileges of active members with the exception of holding office. Some Vicenza Community Club activities may not be available to Associate Members, due to private organization restrictions on the activities of non-SOFA status members of the club. Associate members will pay dues annually, except for "Gold Star" Families in the community (POC: ACS), who will be extended the offer of free membership to honor the sacrifice of their family.

Section B. Rules for Membership

1. Vicenza Community Club Fiscal Year is 1 June through 31 May.
2. Vicenza Community Club membership dues are paid on an annual basis and are non-refundable.

Membership dues may be adjusted with General Board approval.

3. Membership is complete when annual membership dues are paid, application is complete (including a valid email address for electronic voting), and the volunteer agreement is signed and recorded.
4. Membership benefits, to include voting privileges, are reserved for "completed" memberships.
5. Vicenza Community Club Membership ends with the club's Fiscal Year 31 May.
6. Members may terminate membership in writing (email) during the Fiscal Year, but will forfeit all privileges and annual dues already paid are non-reimbursable.

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7. Membership, and its privileges, of an individual may be withdrawn or denied for inappropriate conduct as determined by a vote of the Executive Board.

Section C. Guests

Active Members may bring a guest to membership meeting unless the event is designated "members only." No one person, if eligible to join, may be a guest more than one time without joining the Vicenza Community Club.

Section D. Activity Groups

The Vicenza Community Club will facilitate the informal linking of members with various Sub-club Groups with the help of the Sub-club Coordinator. The sub-club groups are a benefit of the club and members and their guests will abide by the guest rules in Article V, section C. Activities must be related to the group interest and must not violate any portion of the Constitution or By-laws.

ARTICLE VI - OFFICERS AND GOVERNING BODY

Section A. Governing Body

The governing body of the Vicenza Community Club shall be the General Board, which consists of the Executive Board (with voting and non-voting members) and the Committee Chairpersons:

1. The Executive Board members (elected by General Membership vote):
 - A. President (votes only in case of a tie)
 - B. 1st Vice President (one vote)
 - C. 2nd Vice President (one vote)
 - D. Secretary (one vote)
 - E. Treasurer (one vote)
2. The Executive Board members (appointed by the President):
 - A. Honorary President (non-voting)
 - B. Honorary Vice President (non-voting)
 - C. Advisor(s) (non-voting)

D. Parliamentarian (non-voting)

3. The General Board consists of the Executive Board and shall include, but not be limited to, the following Committees who each have one vote (if a Committee has a Co-Chair, the Committee still only has one (1) vote):

- A. Ciao Conference
- B. Community Enrichment
- C. Scholarships

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- D. Membership
- E. Reservations
- F. Sub-Clubs & Activities
- G. Publicity
- H. Thrift Store Liaison
- I. Volunteer Coordinator

Section B. Honorary Board Members

Honorary Board Members shall be the Honorary President, Honorary Vice President, and Advisor(s) representing major tenant units as listed in the current By-Laws.

1. The spouse of the Commanding General, USARAF/SETAF, or designee, shall be invited by the President to serve as the Honorary President who will:
 - A. Serve on the Executive and General Boards as a non-voting member.
 - B. Be available as a resource for the Executive and General Board.
 - C. Serves and acts in the best interests of the Vicenza Community Club and the community.

2. The spouse of the Command Sergeant Major, USARAF/SETAF, or designee, shall be invited to serve as the Honorary Vice President who will:
 - A. Serve on the Executive and General Boards as a non-voting member.
 - B. Be available as a resource for the Executive and General Board.
 - C. Serve and act in the best interests of the Vicenza Community Club and the community.

3. Representatives from major tenant units shall be invited to serve as Advisors who will:
 - A. Serve on the Executive and General Boards as non-voting members.
 - B. Be available as a resource for the Executive and General Board.
 - C. Serve and act in the best interests of the Vicenza Community Club and the community.

Section C: Board Discipline

1. The President may:

- A. Remove any member of the Executive Board or General Board, for just cause with the approval of the Honorary President and one other Advisor.
- 2. The Executive Board and General Board may together:
 - A. When a quorum is present, remove a President for just cause with a unanimous vote of the General Board, or a two-thirds (66%) majority vote of the General Board and the approval of the Honorary President and one other Advisor.

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ARTICLE VII - DUTIES OF BOARD MEMBERS

Section A. Position Descriptions

The detailed position descriptions of elected and appointed board members are contained in the By laws.

Section B. Volunteer Agreement

All board members will sign a volunteer agreement and register as a volunteer with the USAG Army Volunteer Corps Coordinator (AVCC) and in the Volunteer Management Information System (VMIS) online.

Section C. Supervision of Activities

The Executive and General Boards shall have supervision and direction over all activities, operations, and disbursements of the Vicenza Community Club funds. All contracts on behalf of the Vicenza Community Club will be approved and signed by the President or Vice Presidents as specified by their duties as outlined in the Vicenza Community Club By-laws.

Section D. Meetings

The President shall designate time and place of the board and membership meetings which shall normally be held monthly.

1. Executive Board meetings shall be held at a minimum of six times per VCC fiscal year.
2. General Board meetings shall be held at a minimum of four times per VCC fiscal year.
3. Membership meetings, to include luncheons, shall be held at a minimum of six times per VCC fiscal year.

ARTICLE VIII - FINANCIAL CONTROL

Section A. Financial Custodians

The Treasurer and any Vicenza Community Club bank custodian or signatory must be a member with SOFA status and maintain personal SOFA status at all times per regulations.

Section B. Account Requirements

The accounting record will be maintained to reflect the assets, liabilities, net worth, and financial transactions of the organization. A Financial Standard Operating Procedure (FSOP) describing the accounting system used by the Vicenza Community Club will be prepared and maintained in a permanent file for reference and inspection purposes. Financial statements will be prepared monthly. A

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copy of the approved financial statement will be forwarded to the Approving Authority by the President. Financial statements will be maintained by the Vicenza Community Club for a minimum of four (4) years by the Vicenza Community Club Treasurer.

1. The Vicenza Community Club will maintain an Operating account for the routine business funding and operations of the organization. This account is subject to all Financial Standard Operating Procedures as included in the By-laws.
2. The Vicenza Community Club will maintain a Welfare account for the deposit of fundraising proceeds and distribution of Community Enrichment grants and Scholarship awards. This account is subject to all Financial Standard Operating Procedures as included in the By-laws.
3. The Thrift Store will maintain a business account for the deposit of profit and income from all sales and transactions at the Thrift Store.
4. Audit procedures will be conducted once a year and/or upon change of Treasurer in accordance with the Army Europe Regulation 210-220.

Section C. Carryover of Excess Funds

1. The Vicenza Community Club will transfer all annual operational fund monies in excess of \$20,000 to the Welfare fund at the end of each board year. This ensures the operational viability of the incoming General Board, but upholds with the intended Vicenza Community Club purpose to support the Vicenza Military Community through Community Enrichment grants and Scholarship awards.
2. The current General Board should strive to find ways to distribute all Welfare funds in the year they are raised. If there is ever a large carryover of excess funds to the next board year, the General Board should then strive to find additional multi-year impact projects to benefit the

Vicenza Military Community.

3. When carryover excess Welfare Funds exist, the General Board may vote to approve such multi year impact projects with a two-thirds (66%) vote at any General Board meeting where a quorum is present.

ARTICLE IX - ELECTIONS AND VOTING

Section A. Elections

Elections shall be held annually at a membership meeting. Term of office shall be one Fiscal Year (1 June - 31 May).

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1. A quorum shall be established when twenty percent (20%) of the total membership is present. All nominees require a majority vote to be elected.
2. A member may submit an absentee ballot to the parliamentarian in writing or via email from a registered email account prior to Election Day. A member may not vote by proxy.
3. In the event of a vacancy of an elected office, except in the office of the President, the office shall be filled by appointment of the President and approved by the General Board. If the Presidency is vacated at any time, this position will be filled by the 1st Vice President. In the event that the 1st Vice President declines, the position will be filled by the 2nd Vice President. In the event that the 2nd Vice President declines, a nominee recommended by the General Board, and approved by the membership will fill the position.

Section B. Voting Procedures

The voting procedures of the Vicenza Community Club require a quorum of two thirds (66%) of the board present to vote. Absentee or proxy votes are not permitted.

Section C. List of Elected Officials

Each time an election occurs or a board member changes, the Vicenza Community Club Secretary will ensure (within ten working days) the Approving Authority receives an updated list of elected board members including: name, board position, address, telephone number, and email address.

ARTICLE X - COMMITTEES

The Committee Chairs shall be appointed by the President. Committee Chairs are defined in Article VI, Section A, paragraph 2. The President may add, edit or delete any Committee Chair position and its job description or duties with the approval of the Executive Board.

ARTICLE XI - FUNDING

Section A. Income

Income shall be derived from:

1. Dues: Members (including Advisors but excluding Honorary President and Honorary Vice President) are required to pay annual dues with the exception of Honorary Members (lifetime and temporary).
2. Fundraising Activities: Conducted with the approval of the Approving Authority and the General Board.
3. Thrift Store: The monthly net profit shall be deposited in the Vicenza Community Club Welfare account no later than the 5th working day of the following month.

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ARTICLE XII – TAXES

Section A. Applicability

The Vicenza Community Club is subject to Host Nation and US tax laws.

Section B. Withholding of Taxes

The Vicenza Community Club is not a US employer as defined by US Employment Tax Regulations and is not responsible for withholding US income taxes and Federal Insurance Contribution Act deductions.

Section C. Use of Value Added Tax

The Vicenza Community Club may not purchase any items using any Value Added Tax (VAT) exemption forms.

ARTICLE XIII - INSURANCE COVERAGE

Section A. Bonding of Members

A bonded member must oversee any activities involving cash transactions. Any member of the VCC with access to cash on hand, cash in the bank, or merchandise with a value of over \$500.00 will be bonded at Vicenza Community Club expense in an amount sufficient to provide full protection of assets. Bonded positions are listed in the By-laws.

Section B. Insurance Coverage of Members

Insurance and bonding coverage must be obtained from a commercial firm. The coverage must be adequate for protection against public liability claims, property damage claims, or other legal actions arising from Vicenza Community Club activities. The coverage must also be adequate for claims against one or more of the Vicenza Community Club members acting on behalf of the Vicenza Community Club or the operation of any equipment, apparatus, or device under the control and responsibility of the Vicenza Community Club.

Section C. Bonding of Thrift Store Employees

The Thrift Store shall adhere to the same requirements as the Vicenza Community Club.

ARTICLE XIV - MEETINGS AND QUORUMS

Section A. Meetings

The Vicenza Community Club may hold any of the following meetings called by the President or Parliamentarian:

1. Executive Board meetings
2. General Board meetings
3. Membership meetings

Section B. Quorum

A quorum must be present to vote at Vicenza Community Club meetings:

1. Membership Meeting:
 - A. Membership voting procedures at a Membership Meeting: A quorum shall be established when at least one third (33%) of voting members are present. A simple majority of voting members constitutes a valid vote.
 - B. Membership voting procedures via Electronic Means: The Parliamentarian, at the President's request, may conduct an electronic vote via email or a ballot sent from online software such as "Survey Monkey." Such a vote requires a "yea" or "nay" response from one third (33%) of voting members to be valid. A simple majority constitutes a valid vote as long as responses are received via email from 33% of the voting members.
2. General Board Meeting: A quorum shall be established when at least two thirds (66%) of voting members are present. A simple majority of voting members constitutes a valid vote.
3. Executive Board Meeting: A quorum shall be established when three (3) voting members are

present. A simple majority of voting members constitutes a valid vote.

ARTICLE XV - DISSOLUTION/INACTIVATION

Section A. Dissolution of the Organization

Dissolution of the Vicenza Community Club may be approved at any time by a simple majority vote of the General Membership, on advice of the Honorary President and President, or by order of the Approving Authority. Inactivation of the Vicenza Community Club may occur at any time by a simple majority vote of the Membership on advice of the Honorary President and/or the President. The General Board will remain active for a period of up to ninety (90) days to resolve any outstanding issues or obligations. Notification shall be in writing to the Approving Authority.

Section B. Disposition of Funds

Upon dissolution of the Vicenza Community Club, all funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The General Membership will dispose of the balance of these assets as determined by a simple majority vote. In the event obligations exceed the balance on hand, the General Membership will be assessed a prorated share of the amount needed to pay all obligations.

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Section C. Disposition of Property

Upon dissolution of the Vicenza Community Club, the General Membership will dispose of all property at the time as determined by a simple majority vote. Any abandoned VCC assets will be considered a donation to the installation. The Approving Authority will have final approval over the disposition of any abandoned Vicenza Community Club assets.

Section D. Disposition of the Thrift Store

Upon dissolution of the Vicenza Community Club, the Thrift Store shall be dissolved and removed from Vicenza Community Club responsibility in accordance with Army Europe Regulation 210-22.

Section E. Notification

The Approving Authority will be notified of the dissolution in writing. Notice will

- include: 1. A statement of dissolution duly signed and dated.
- 2. A copy of the complete terminal audit report.
- 3. A copy of the receipt(s) issued by the charitable organization to which residual assets were transferred.
- 4. A copy of the bank statement showing a zero balance.

ARTICLE XVI - RATIFICATION

This Constitution supersedes all previous Constitutions and Amendments. It is effective upon adoption by an affirmative vote of two-thirds (66%) majority of members during an electronic vote with responses from at least twenty percent (20%) of general members with voting privileges.

THIS CONSTITUTION HAVE BEEN APPROVED BY A MAJORITY VOTE OF THE GENERAL BOARD ON:

Date

Signature
2022-2023 President
Karen Graves

Signature
2022-2023 Secretary
Lyndsee Baldwin



Signature
2022-2023 1st Vice President
Holly Baker