



VICENZA COMMUNITY CLUB BYLAWS 2022-2023

ARTICLE I. ORGANIZATION NAME, LOCATION, AND AUTHORITY

Section A. Name

The name of this Private Organization shall be known as the Vicenza Community Club, hereinafter referred to as the "VCC."

Section B. Location

The VCC will be physically located on Caserma Ederle in the United States Army Garrison (USAG) Italy Community Building 243. The official mailing address is: CMR 427 BOX 120 APO, AE 09630. The principal office address of the VCC is: 30N Gould St, Ste R, Sheridan, WY 82801, which is the address of VCC's registered agent in Wyoming.

Section C. Authority

The VCC is incorporated as a nonprofit incorporation in the State of Wyoming, pursuant to the Articles of Incorporation, dated March 20, 2019. The VCC, a private, nonprofit organization, shall operate with the approval of the Commander, USAG Italy and MWR, hereinafter referred to as the Approving Authority ("AA").

ARTICLE II. GENERAL PROVISIONS

Section A. Nonprofit Organization Classification

The VCC is organized exclusively for charitable, educational, and philanthropic purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section B. Purpose

The VCC's purpose, more specifically includes to:

1. Support worthwhile community projects, needs and services by fairly and equitably distributing all Community Enrichment monies generated from our ThriftStore, and other USAG Italy approved fundraising events in accordance with section 501(c)(3) of the Internal Revenue Code.
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.

Section C. Non-governmental Instrumentality

1. The VCC is not an instrumentality of the United States, shall be self-sustaining, and shall not receive financial assistance from the Department of the Army (DA), or receive any Non-Appropriated Funds (NAF). This organization shall not duplicate or compete with any authorized Army, NAF or Appropriated Fund (AF) activity. Neither the DA nor United States Army Europe shall assume any liability for this organization's actions or debts. The VCC shall reimburse the Army for utility expenses (if used) unless such use is incidental.
2. The VCC is established and approved to operate in compliance with the current version of 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; Army Europe Regulation 600-700: ID Cards and Individual Logistical Support; DOD Instruction 1000.15: Procedures and Support for Non-Federal Entities Authorized to operate on DOD Installation; and USAG Italy Private Organizations Policies and Procedures Handbook. Failure to comply with the above-cited regulations shall result in dissolution of the VCC by the AA.
3. In accordance with the Army Europe Regulation 210-22, the VCC shall request a renewal to operate from its AA biennially at least ninety (90) days prior to expiration.

ARTICLE III. MEMBERSHIP

Section A. Eligibility and Categories of Membership

The VCC 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 been granted status under the North Atlantic Treaty Organization Status of Forces Agreement (SOFA), as prescribed in Army Europe Regulation 210-22 in accordance with regulations.

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 shall not propagate extremist activities, advocate violence against others or support the violent overthrow of the US or Host Nation Governments.

1. Active Membership

Active membership is available to all USAG Italy personnel and spouses who have been granted status under (SOFA), as prescribed in Army Europe Regulation 210-22. USAG

Italy personnel in this category may include the following: military or civilian personnel (active or retired) and their spouses and their children. Active members except for underage members are entitled to vote, hold office, and participate in VCC activities. Active members shall 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 shall be extended the offer of a complimentary membership to honor the sacrifice of their fallen service member.

2. Honorary Membership

Honorary membership may be extended to the Honorary President and the Honorary Vice President by the President and Vice Presidents within thirty (30) days of their arrival. Other Honorary memberships may be extended by the President and Honorary President as deemed appropriate.

Honorary members shall have all the privileges of active members with the exception of voting and holding office. Honorary Members shall not be 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 voting or holding office or a committee chair position. Some VCC activities may not be available to Associate members, due to private organization restrictions on the activities of non SOFA status members of the club. USAG Italy guidance, in accordance with Host Nation law, prevents Associate members from serving in any volunteer position for the VCC. Associate members will pay dues annually, except for "Gold Star" Families in the community (POC: ACS), who will be extended the offer of a complimentary membership to honor the sacrifice of their fallen service member.

Section B. Rules for Membership

1. The VCC fiscal year is 01 June through 31 May.
2. All members are required to read the Bylaws upon joining the VCC. Membership in the VCC requires an explicit agreement to abide by the VCC's Bylaws.
3. VCC membership dues shall be paid on an annual basis and are non-refundable. Membership dues are designated in the VCC Standing Rules and may be adjusted with General Board approval.
4. Membership is complete when annual membership dues are paid, and the membership application is complete (including a valid email address for electronic voting).
5. Membership benefits, to include voting privileges, are reserved for "completed" memberships.

Section C. Resignation and Termination

1. VCC membership ends with the club's fiscal year 31 May.
2. Members may terminate membership in writing (email) during the fiscal year but will forfeit all privileges.
3. Annual dues already paid are non-reimbursable.
4. 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 D. Membership Activities

1. General Activities

VCC sponsors and/or supports activities that may include, but are not limited to: meetings, luncheons, and special activities such as the annual Gala, scholarship award ceremony, and various fundraising activities within the VCC membership.

2. Special Fundraising Activities

Fundraising activities not listed in Section D, Item 1 above may require written approval of the AA.

Section F. Activity Groups

The VCC 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 shall abide by the guest rules in Article III, Section G of the VCC Bylaws, below. Activities shall be related to the group interest and shall not violate any portion of the Bylaws.

Section G. Guests

Members may bring a guest to membership meetings and or events unless the event is designated "members only." No one person, if eligible to join, shall be a guest more than one time without joining the VCC. Members shall be responsible for their guest's conduct at all VCC functions and outings and for any debts incurred by their guest to the VCC.

ARTICLE IV. OFFICERS

Section A. Governing Body

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

The Executive Board includes the following members, who are elected by the General Membership, and who each have one (1) vote on the Board, except the President, who shall only vote in case of a tie:

- A. President
- B. 1st Vice President
- C. 2nd Vice President
- D. Secretary
- E. Treasurer

2. The Executive Board includes the following members, who do not vote:

- A. Honorary President
- B. Honorary Vice President
- C. Advisor(s)
- D. Parliamentarian

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

- A. CIAO Conference
- B. Community Enrichment Partnerships
- C. Scholarships
- D. Membership
- E. Sub Clubs & Activities
- F. Publicity
- G. Thrift Store Liaison
- H. Community Enrichment Grants
- I. Volunteer Coordinator

Section B. Honorary Board Members

Honorary Board members shall be the Honorary President, Honorary Vice President, Unit Representatives and Advisor(s) representing major tenant units as listed in the current Membership Standard Operating Procedures (SOP) after consultation with the AA.

1. The following shall be invited to serve as Honorary Board members:

- A. The spouse of the Commanding General, USARAF/SETAF, or designee, shall be invited by the President to serve as the Honorary President.
- B. The spouse of the Command Sergeant Major, USARAF/SETAF, or designee, shall be invited to serve as the Honorary Vice President.
- C. Representatives from major tenant units shall be invited to serve as Advisors.

2. Duties of Honorary Board members shall include:

- 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 VCC and the community.
- D. Disseminate VCC information to their units.

Section C. Confidentiality

Board members shall not discuss or disclose information about the VCC, its funds on hand, or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the VCC' purposes or can reasonably be expected to benefit the VCC. Board members shall use discretion and good judgment in discussing the affairs of the VCC with third parties. Without limiting the foregoing, Board members may discuss upcoming fundraisers and the purposes and functions of the VCC, including but not limited to accounts on deposit in financial institutions.

Section D. Compensation

Members of the VCC Executive Board and General Board shall not receive any compensation for their services as board members to the VCC.

Section E. Resignation or Removal of Officer or Committee Chair

1. Resignation

- A. If an Executive or General Board member steps down or resigns from a position for any reason other than reasons beyond their control (i.e. medical), that person shall not run or hold a position for the remainder of the current board year, and shall not run or hold a position for the following year.
- B. If at any time a member of the Executive Board or General Board causes hardship or conflict; fails to fulfill their job description; fails to meet all obligations of their position; or fails to attend three (3) board meetings without prior notice (oral, written, or electronic) to the President and/or Secretary, the Executive Board may require the resignation of, or fire, said member. Executive Board members are expected to meet all obligations of their positions and to attend meetings and VCC activities in general. At the end of their term, whether that term ends by resignation, firing, or at the normal end of the board year, Executive Board or General Board members shall:
 - i. Provide a written After-Action Report within fourteen (14) days of the end of their term.
 - ii. Return all VCC property and records, digital or printed, within

fourteen (14) days of the end of their term.

2. Removal

A. The President may remove any member of the Executive Board or General Board, for failing to fulfill the duties that are stated in their job description with the approval of the Honorary President, Honorary Vice President, and one other Advisor.

B. The Executive Board and General Board may together when a quorum is present, remove a President for just cause which can include failure to fulfill the duties stated in their job description, inappropriate conduct, conduct detrimental to the club. With a unanimous vote of the General Board and the support of the Advisors.

Section F. Position and Term Limits

A. All Executive Board and General Board positions listed in the Bylaws shall be filled by separate individuals.

B. All Executive and General board members are subject to the following term limits:

1. All board terms are one year.
2. Any board member can serve only a maximum of three years consecutively on the board.
3. Any board member can serve only a maximum of two years consecutively in one position on the board.
4. Any board member is eligible to re-join the board after 12 months of not holding a board position.

Section G. No Private Inurement

No part of the net earnings of the VCC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the VCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the VCC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the VCC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the VCC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. MEETINGS & QUORUMS

Section A. Parliamentary Authority

The rules contained in Robert's Rules of Order, 11th ed., shall govern the VCC in all cases, providing it does not conflict with the Articles of Incorporation, Bylaws and the Department of Defense regulations listed in Article II, Section C of these Bylaws.

Section B. Meetings

1. The VCC may hold any of the following meetings called by the President or Parliamentarian:

- A. Executive Board meetings
- B. General Board meetings
- C. Membership meetings
- D. Special meetings

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

- A. Executive Board meetings shall be held at a minimum of six times per VCC fiscal year.
- B. General Board meetings shall be held at a minimum of four times per VCC fiscal year.
- C. Membership meetings
 - i. Membership meetings, to include luncheons, shall be held at a minimum of six times per VCC fiscal year.
 - ii. The membership shall be notified of all regular membership meetings by telephone, electronic methods or by written notice at least fourteen (14) days prior to the event. Notification shall include business to be transacted, date, time, and place of meeting.
- D. Special meetings of the Executive Board, General Board or General Membership may be called by or at the request of the President or any two members of the Executive or General Boards. Notice of any special meeting shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law.

Section C. Quorum

A quorum shall be required in order to hold a vote on any item.

All issues to be voted on shall be decided by a simple majority of those participating (present) in a vote in which a quorum has been established, as indicated below:

1. Vote by Members of the Executive Board

A. A quorum shall be established when three (3) voting members are present. A simple majority of voting members constitutes a valid vote.

B. Members of the Executive Board may participate in a meeting by means of a conference call via telephone or remote communication by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In accordance with the Wyoming Nonprofit Corporation Act, any method of concurrent or simultaneous communication satisfies the requirement to be “present” for a vote.

2. Vote by Members of the General Board

A. The voting procedures of the VCC require a quorum of two thirds (66%) of the General Board present to vote.

B. Members of the General Board or any committee designated by the Board may participate in a meeting by means of a conference call via telephone or remote communication by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In accordance with the Wyoming Nonprofit Corporation Act, any method of concurrent or simultaneous communication satisfies the requirement to be “present” for a vote.

C. Absentee or proxy votes are not permitted.

3. Vote by the General Membership

A. The President, with the approval of the Executive Board, may choose to conduct a General Membership vote either at a General Membership meeting or via Electronic Means. The procedures for each are as follows:

- i. Membership voting procedures at a membership meeting: A quorum shall be established when at least one fifth (20%) of members who are eligible to vote are present. A simple majority of eligible voting members constitutes a valid vote.
- ii. 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 fifth (20%) of eligible voting members to be valid. A simple majority of eligible voting members constitutes a valid vote as long as responses are received via email from 20% or 1/5th of the members eligible to vote.

B. The membership shall be notified of upcoming votes by telephone, electronic methods or by written notice at least seven (7) days prior to the vote.

i. Notification for in person votes will include business to be transacted, place, date, and time the polls will be open.

ii. Notification for electronic votes will include business to be transacted, means of voting (for example, SurveyMonkey), date, and time the polls will be open.

ARTICLE VI. EXECUTIVE BOARD

Section A. Executive Board

1. The Executive Board shall be comprised of the following:

A. Elected Officers, to include the President, 1st Vice President (Events & Programs), 2nd Vice President (Fundraising), Secretary, and Treasurer.

B. Honorary Officers, to include the Honorary President, Honorary Vice President, and VCC Advisor(s).

C. The Parliamentarian, who is an Appointed Officer.

2. The Elected Officers' year shall commence effective 1 June.

3. The Executive Board's first order of business is to approve the nominations of the Committees as chosen by the President in cooperation with the Nominations Committee.

4. The Executive Board shall review the proposed annual budget prior to presenting it to the General Board.

5. In the event of a vacancy of an elected office, except in the office of the President, the office shall be filled by appointment made by the President and approved by the General Board. All reasonable attempts will be made to work with the Membership Chair, the Volunteer Coordinator, and the VCC advisors to promote and recruit a suitable candidate as soon as possible.

6. In the event the Presidency is vacated, the position of the President shall be filled by the 1st Vice President. In the event the 1st Vice President is unable, declines, or

is unavailable to serve, the position will be filled by the 2nd Vice President. In the event the 1st Vice President and 2nd Vice President are both unable to serve, or both declines, a nominee for the office of the President will be selected by the Executive Board and elected by the General Board.

Section B. Election of the Executive Board

Elections shall be held annually in April. Term of office shall be one fiscal year (01June - 31 May).

1. A quorum shall be established when twenty percent (20%) of the total membership participates in the vote.
2. All nominees require a majority vote to be elected.
3. The Nominations Committee shall be comprised of an advisor(s) and a cross section of VCC members. The committee shall ensure that all nominees are eligible and qualified to hold the office to which they are nominated. See page 23 section J under Parliamentarian duties:
 - A. The Nominations Committee shall submit a slate containing their recommendation for each position, and those recommended nominees shall be identified on the ballot.
 - B. All eligible and qualified nominees shall be presented on the ballot.
 - C. Nominations from the floor shall not be allowed at the annual election.
 - D. Write-in candidates shall not be allowed at the annual election.
 - E. A member shall not vote by proxy.

Section C. List of Executive Board Members

Each time an election occurs, or a board member changes, the VCC Secretary will ensure, within ten (10) working days, that the AA, the Secretary of State of Wyoming, and the IRS receives an updated list of elected board members including: name, board position, address, telephone number, and email address.

Section D. Duties of Executive Board Members

1. Elected Officers include the President, 1st Vice President (Events & Programs), 2nd Vice President (Fundraising), Secretary, and Treasurer. The Elected Officers shall:
 - A. Be elected by the General Membership.
 - B. Maintain personal SOFA status at all times.
 - C. Be voting members of the Executive Board. The President votes only in

the case of a tie.

D. Be responsible to the President, Executive Board/General Board, and the Membership.

E. Attend monthly Executive Board/General Board meetings to include monthly General Membership events. Each Board member shall make a concerted effort to attend all monthly Board meetings, even if there is no report to be given due to the quorum requirements for voting, the need for input from all officers and chairs, and the Importance of obtaining information to adequately fulfill Board obligations (see page 24 section b).

F. Submit a written monthly report, if applicable to the General Board, to include financial statements.

G. Submit receipts for authorized expenditures within thirty (30) days.

H. Use their official VCC email to conduct board business and communicate with officials.

I. Review and revise SOP/Job description annually, subject to approval by the board.

J. Maintain a notebook containing the following items for submission:

i. Standard Operating Procedures (SOP)/Job description.

ii. Monthly minutes (Secretary) and financial statements (Treasurer) for the current board year, if applicable.

iii. After Action Report (AAR) (1 inactive year plus current year).

iv. Bylaws. DODI 1000.15 and the Army Europe Regulation 210-22. v.

Draft or approved budget (1 inactive year plus current year)

vi. POC info and contact details for position.

vii. Board roster

viii. Position budget worksheet

ix. Other forms as required by their position

2. The duties of the **President** shall include:

A. Carrying out all duties and responsibilities as listed under Article V and Article VI, Section B of these Bylaws.

B. Enforcing and upholding the By-laws and policies of the VCC.

C. Presiding at all meetings of the Executive Board, General Board, and the General Membership.

D. President will notify the Secretary to coordinate place and dates of the Executive Board, General Board, and General Membership meetings.

E. President will ensure the Secretary notifies board members of date, place, and time of all Executive Board and General Board meetings.

F. Calling special emergency meetings of the Executive Board and General Board when applicable.

G. Serving as ex-officio member on all committees.

H. Appointing Parliamentarian and Committee Chairs with Executive Board approval.

I. Ensuring that all committee annual reports and all VCC records are available for the succeeding board.

J. Having administrator access and maintaining passwords for all VCC accounts, committees, and sub-committees including social media, website, e-marketing platforms and emails.

K. Overseeing the responsibilities of the Executive & General Board, including weekly updates, priority due outs and progress reports when needed.

L. Coordinating with the Secretary and Treasurer to ensure all monthly Treasurer Reports and copies of official minutes are submitted to the AA.

M. Being the custodian of all the VCC bank accounts to include Operating, Welfare, and Thrift Store:

i. Ensuring that appropriate persons are authorized signatories on the VCC bank accounts, and all checks are co-signed.

ii. Ensuring that appropriate tax documents are filed with the IRS.

iii. Ensuring that audits are performed in accordance with audit procedures.

iv. Maintain personal SOFA status at all times.

v. Being bonded and insured.

N. Reaching out to and notifying the Honorary Board members and Advisor(s) who serve on the Executive Board and General Board.

O. Ensuring, in coordination with the Membership, Hospitality and Reservations Chairs that all new members at VCC events are personally

greeted, seated comfortably, introduced, and receive their welcome gifts.

P. Overseeing the following Thrift Store activities:

- i. Monitoring the activities of the Thrift Store.
- ii. Overseeing the Thrift Store hiring process.
- iii. Co-signing with the Thrift Store Liaison on all Thrift Store contracts for salaried employees.
- iv. Working with the Treasurer to ensure appropriate taxes are filed.

Q. Coordinating administrative business with USAG Italy:

- i. Requesting approval from the Approving Authority to sign Memoranda of Agreement (MOA) for fundraisers.
- ii. Biennially presenting reviewed Bylaws to the Approving Authority for continued approval to operate.
- iii. Forwarding copies of the following to the Approving Authority as required: the approved monthly financial statement, copy of insurance document, copy of liability insurance document, copy of current elected officers and any other documents outlined in Army Europe Regulation 210-22.

R. Directing an orderly and complete transition to the succeeding board.

S. Appointing committees to assist with the above-listed duties and provide oversight to assigned committees including but not limited to: Community Partnership Liaison, Civilian, Contractor, Retiree Liaison, and Hospitality.

U. Ensure taxes are filed.

4. The duties of the **1st Vice President** shall include:

A. Carrying out all duties and responsibilities as listed under Article V and Article VI, Section B of these Bylaws.

B. Assisting the President and performing the duties of the President in their absence.

C. Assuming the duties of the office of President should it become vacant.

D. Being a signatory on the VCC bank accounts.

E. Being bonded and insured.

F. Assuming the duties of Treasurer when absent.

G. Coordinating with the Treasurer for all necessary financial transactions with any facility for programs, events and luncheons.

H. Coordinating with Executive Board to develop a yearlong Monthly Events calendar with membership functions.

I. Meeting with the incoming Executive Board to develop an annual strategic/long range plan prior to the start of the club's first luncheon. The plan shall include a draft calendar of events, key audiences, and the tools that the VCC will use to reach and build support from members, new members, and key members of the community.

J. Presenting a monthly event calendar to the Executive Board as soon as practicable every fall.

K. Working closely with the 2nd Vice President.

L. Maintaining a working knowledge of all club activities.

M. Supporting Publicity chairperson in generating publicity for all VCC luncheon and special events.

N. Planning monthly luncheon programs and procuring guest speakers, to include:

i. Planning the menus, including beverages for the social hour, for the monthly functions.

ii. Writing a monthly article for the newsletter detailing menu choices, theme, etc. Provide all info to Reservations, Newsletter Editor, Publicity, Graphic Designer, and social media for appropriate event marketing.

iii. Working with Reservations, Membership, Hospitality, Way & Means, Community Enrichment, Partnerships, Scholarships & Sub-clubs for any needs at monthly luncheons.

iv. Arranging for appropriate honorariums for those persons presenting programs.

v. Sending "thank you" notes to speakers and presenters.

vi. Reviewing and, as appropriate, correcting event billing invoices and submitting them to Treasurer within ten (10) days of the event.

O. Preparing an outline of proposed monthly expenses for the Board year (01 June to 31 May).

P. Providing an accounting of expenses incurred from each monthly function to include luncheons and special events at the next General Board Meeting.

Q. Documenting purchases made for VCC events with invoices and receipts.

R. Maintaining an inventory of all VCC property and fixed assets and providing a copy of such to the Property Manager.

S. Being responsible for procuring the President's appreciation gift.

T. Coordinating with the President and VCC Advisors for any Welcome and Farewell reception given in honor of the spouse of a general officer.

U. Appointing a committee to assist with the above-listed duties, if needed and provide oversight to assigned committees including but not limited to: Reservations, CIAO Conference, Sub-clubs & Activities, Publicity, Newsletter and Webmaster/IT.

V. Representing VCC membership activities to senior advisors and community leaders.

5. The duties of the **2nd Vice President** shall include:

A. Carrying out all duties and responsibilities as listed under Article V and Article VI, Section B of these Bylaws.

B. Performing the duties of the President in the absence of both the President and 1st Vice President.

C. Assuming all duties of the 1st Vice President in their temporary absence.

D. Coordinating with Executive Board to develop a yearlong Monthly Events calendar with Fundraising functions.

E. Meeting with the incoming Executive Board to develop an annual strategic/long range plan prior to the start of the club's first luncheon. The plan will include a draft calendar of events, key audiences, and the tools that the VCC will use to raise funds from members, new members, and key members of the community.

F. Presenting a monthly fundraising calendar to the Executive Board as soon as practicable every fall.

G. Working closely with the 1st Vice President.

H. Maintaining a working knowledge of all club activities.

I. Supporting Publicity chairperson in generating publicity for all VCC fundraising events.

J. Being responsible for proposing and organizing fundraising programs for the association year.

K. Presenting proposed programs with estimated costs to the Board for approval and inclusion in the annual budget.

L. Planning and coordinating all annual fundraisers. Coordinating with the Executive Board and Private Organizations to secure approval for all fundraisers if required.

M. Representing VCC fundraising activities to senior advisors and community leaders.

N. Providing oversight of the VCC Community Enrichment & Scholarship committees, to include nominating committee chairs and ensuring committees distribute applications in a timely manner.

O. Appointing committees to assist with the above-listed duties and provide oversight to assigned committees including but not limited to: Fundraising, Community Enrichment, and Ways & Means.

6. The duties of the **Secretary** shall include:

A. Carrying out all duties and responsibilities as listed under Article V and Article VI, Section B of these Bylaws.

B. Recording the minutes for monthly Executive Board, General Board and any business conducted at General Membership events.

C. Providing a copy of minutes to the Board via email no later than twenty four (24) hours prior to the next monthly meeting.

D. Maintaining the minutes for inspection by the General Membership.

E. Preparing and distributing Board-approved VCC correspondence.

F. Attending the USAG Italy Mail Handlers' Course (POC: USAG Italy Post Office) and collecting and delivering official mail at least once every two weeks.

G. Providing copies of approved Board minutes and financial reports to the AA within thirty (30) days of the meeting.

H. Ensuring that all Treasurer Reports and copies of official minutes are submitted to the AA.

I. Recording the vote as reported by the Parliamentarian when electronic voting occurs.

J. Maintaining a current Executive and General Board roster. K. Being a member of the Executive Board and the Budget Committee.

L. Ensuring that the following items will be maintained in the VCC Policy and Procedures file for four (4) inactive years plus current year:

- i. Articles of Incorporation, Bylaws, and Amendments.
- ii. Copy of Authorization to Operate.
- iii. Financial Statements.
- iv. Copy of inventory of all fixed assets.
- v. Audit reports.
- vi. Meeting minutes.
- vii. Copies of insurance policies.
- viii. Copies of any and all contracts.
- ix. All documentation necessary for proper VCC function.
- x. Copies of committee contracts and R reports.
 - xi. Executive/General Board SOP and Job descriptions and Committee SOPS including more detailed job descriptions.
- xii. DODI 1000.15 and Regulation 210-22.

M. Collecting all committee updated AARS, SOPs, and Job Descriptions from Executive Board and General Board members at the May General Board meeting.

N. Ensuring that all notebooks, VCC records, and reports are available for succeeding Board Chairs at the beginning of the year.

O. Appointing committees to assist with the above-listed and providing oversight to assigned committees including but not limited to: Membership, Historian and the Volunteer Coordinator.

P. Coordinate place and dates of the Executive Board, General Board, and General Membership meetings.

Q. Notifies board members of date, place, and time of all Executive Board and General Board meetings.

R. Secretary will ensure that board reports are submitted by Executive and General Board members seven (7) business days prior to a meeting.

S. Secretary will create an agenda for each meeting. The agenda shall be disseminated to all meeting participants forty-eight (48) hours prior to the meeting.

7. The duties of the **Treasurer** shall include:

A. Carrying out all duties and responsibilities as listed under Article V and Article VI, Section B of these Bylaws.

B. Ensuring that all accounting procedures are done in accordance with AE Regulation 210-22.

C. Ensuring that petty cash is not used unless properly documented IAW AE 210-22.

D. Maintaining a current and accurate SOP/Job description.

E. Advising/teaching proper accounting procedures to those Committee Chairs who have financial accounts.

F. Being a member of the Executive Board and Chairing the Budget Committee.

G. Acting as custodian of all VCC monies.

H. Ensuring the deposit of all monies in respective accounts immediately upon receipt.

I. Signing checks and paying bills/disbursements within thirty (30) days as approved in respective budget and as authorized by applicable Committee Chair, the General Board, or the General Membership.

J. Co-signing all checks with the President or one of the Vice Presidents.

K. Maintaining a valid signature card for all financial accounts. L.

Keeping accurate vouchers of all financial transactions.

M. Reconciling bank statements with the checkbook monthly and maintaining the monthly financial statement.

N. Submitting monthly financial reports including income statements to Board via email not later than twenty-four (24) hours prior to the next scheduled monthly meeting.

O. Providing financial report to Secretary for the AA and for permanent record keeping.

P. Ensuring the President and 1st Vice President have a working knowledge of official procedures and transactions, so that either can continue the Treasurer's duties, if needed. Ensuring the financial records are audited annually and upon change of Treasurer, in accordance with US Army Europe Private Organization and Fundraising Policy ("USAE POFPP").

Q. Maintaining the fund records in accordance with USAE POFPP.

R. Preparing an annual budget for the board year (1 June - 31 May) for respective accounts and presenting to the Budget Committee for review by the first General Board meeting and to the membership for approval no later than the third membership meeting.

S. Coordinating and renewing annual bonding of required VCC Officers and standing Committee members each December in accordance with AE Reg. 210-22.

T. Conducting a joint physical inventory of VCC property with the Property Manager or both the 1st and 2nd Vice Presidents to oversee a joint physical inventory of all VCC property within the first month of the new board year.

U. Maintaining a copy of the Inventory of all fixed assets as provided by the Property Manager or 1st and 2nd Vice Presidents after end of year financial records are submitted.

V. Appointing committees to assist with these duties and providing oversight to assigned committees.

W. Preparing annual tax return and coordinate with President to file.

X. Maintaining the VCC's Registered Agent in Wyoming.

8. The duties of the **Parliamentarian** shall include:

A. Carrying out all duties and responsibilities as listed under Article V and Article VI, Section B of these Bylaws.

B. Being appointed by the President with the approval of the Executive Board.

C. Being a non-voting member of the Executive Board and General Board and even during General Membership votes.

D. Advising the President, Executive and General Boards on matters of parliamentary procedures.

E. Being the parliamentary authority on all procedures to ensure orderly conduct as outlined in Robert's Rules of Order, Revised, 11th ed.

F. At the President's request, taking electronic votes and reporting the results to the Secretary.

G. Chairing the committee that biennially reviews the Bylaws, to be convened by 1 February.

H. Ensuring that approved revisions and/or amendments to the Bylaws are submitted to the AA the Secretary of State of Wyoming, and the IRS.

I. Providing updated copies of the Bylaws to VCC members upon request.

J. Chairing the Nominations Committee which is comprised of the advisor(s) and a cross section of VCC members.

K. Serving as a non-voting member of the Nominations Committee, Elections Committee and Budget Committee.

L. Presiding over elections in April in accordance with the Bylaws.

M. Planning the board installation ceremony and obtaining flowers for presentation to the incoming and outgoing Executive Board officers at the installation of new officers each spring.

N. Monitoring membership role percentage as provided by the Membership Chair to ensure that the numbers of associate and honorary members do not exceed the amounts specified in Article III, Section A of these Bylaws.

O. Reviewing, revising, and maintaining SOP/Job Descriptions, subject to General Board approval.

P. Ensuring updated Job Descriptions are provided to the Volunteer Chair to update in the VMIS system.

Q. Maintaining a file containing the following items for submission to successor:

i. Job Description.

ii. Monthly Reports Minutes (1 inactive year plus current year).

iii. AAR (1 inactive year plus current year).

iv. Articles of Incorporation.

v. Bylaws DODI 1000.15

vi. Army Europe Regulation 210-22.

R. Providing the Secretary with a copy of the following at year end in a notebook containing the following:

i. After Action Report

ii. SOP/Job Description

iii. Copy of Robert's Rule of Order

S. Presiding at all meetings of VCC business or ensuring the VP presides over the meeting.

T. Any person presiding over the meeting as Parliamentarian shall abstain from voting during that meeting.

ARTICLE VII. GENERAL BOARD

Section A. Purpose of the General Board Committee Chairs

1. To coordinate and supervise all VCC activities.
2. To direct the collection and disbursement of VCC monies and establish proper accounting procedures.
3. To ensure that no VCC program or activity will prejudice or discredit the military service or other agencies of the United States Government.

Section B. Duties of the General Board Committee Chairs

The Committee Chairs shall:

1. Be appointed by the President upon the approval of the Executive Board. Vacancies shall be filled in the same manner.
2. Read the Bylaws and participate in development of the Annual Strategic Plan at the beginning of the VCC fiscal year to know the role of each committee in the organization's purpose and how each committee supports the others with specific tasks, processes, and activities.
3. Attend, or have a committee member represent Chair at all regularly scheduled meetings of the General Board and General Membership, and any meetings called by the President or Advisors that require their presence.
4. At the discretion of the President and the Executive Board, a resignation may be requested of a board member who misses three (3) board meetings without prior notice to the President and/or Secretary.
5. Be voting members of the General Board. The Chair or Co-Chair of each Committee shall have one (1) shared vote.
6. Provide written monthly reports to the Secretary ten days prior to a Board meeting.
7. Coordinate regularly with Publicity and IT chairpersons for information to be distributed.

8. Submit finance requests to the Budget Committee at start of each fiscal year.
9. Maintain a continuity binder containing the following items for submission to the President or Secretary at last board meeting:

A. SOP/Job Description.

B. Monthly minutes to include financial statements, if applicable.

C. AAR (1 inactive year plus current year).

D. Bylaws.

E. DODI 1000.15

F. Army Europe Regulation 210-22.

G. Draft or approved budget (1 inactive year plus current year)

H. Other relevant and supporting documents:

i. POC info and contact details for position

ii. Committee budget worksheet if applicable

iii. Other forms as required

I. Give Secretary a copy of the following, at the last General Board meeting of the year:

i. After Action Report

ii. SOP/Job Description.

J. If at any time a Committee Chair causes hardship, conflict, fails to fulfill their job description, or fails to attend three (3) board meetings without prior notice to the President and/or Secretary, the Executive Board may require the resignation of, or fire, said member.

K. Committee Chairs are expected to meet all obligations of their positions and to attend meetings and VCC activities in general. Committee Chairs shall:

i. Provide a written After-Action Review within fourteen (14) days of the end of their term.

ii. Return all VCC property and records, digital or printed within fourteen (14) days of the end of their term.

Section B. Appointment of the Committee Chairs

1. The President may appoint Committee Chairs with the approval of the Executive Board throughout the board year.
2. The President-elect may appoint Committee Chairs under the advisement of the Nominations Committee after annual elections for the Executive Board have taken place.

ARTICLE VIII. SPECIAL COMMITTEES

The President may appoint special committees and determine tenure as necessary.

1. Special Committee Chairs shall attend the Board meetings as requested by the President but shall have no vote in their role as Special Committee Chair. Special Committees, with the exception of the Budget Committee, Nominations Committee, and the Bylaws Review Committee, may be dissolved at the discretion of the Executive Board. The President shall appoint Committee Chairs with approval from the Executive Board.

2. The Special Committee Chairs shall:

- A. Preside at the Committee meetings.
- B. Report to the Executive Board and/or General Board.
- C. Submit an After-Action Report within thirty (30) days to the President upon completion of the Committee.

Section A. Budget Committee

1. Shall be chaired by the Treasurer.
2. Shall consist of at least the Executive Board and a Community Enrichment Chair.
3. Present the proposed budget to the General Board.
4. Review the entire budget annually to include all financial accounts.
5. Determine budgets for committees.

Section B. Nominations Committee

1. Shall be chaired by the Parliamentarian.
2. Shall include at least one advisor, an invitation to the Honorary President/VP, and be comprised of members from a cross section of the membership who are not running for an elected office.
3. The Honorary President shall be notified of the proposed election slate of nominees.

4. Shall meet no later than February to open the nomination process and actively seek potential candidates for both elected and appointed positions.
5. Nominees shall meet the eligibility requirements for the position they are seeking.
6. Nominees shall consent and intend to hold office in the upcoming year.
7. The Parliamentarian shall present the slate of candidates to the General Board for approval, and then will announce the election slate to the General Membership at least ten (10) days prior to the Membership vote.
8. All members shall be notified via email of the date and method of the April election.
9. In coordination with any candidates for President, shall actively seek possible candidates for all appointment positions so the incoming Executive Board can immediately start the appointment process and start planning for the next year.

Section C. Bylaws Review Committee

1. Shall be chaired by the Parliamentarian.
2. Shall include at least the VCC Advisor(s), President, Secretary, Treasurer, and is open to any active VCC members.
3. Shall begin the review of the Bylaws by February 1 biennially to ensure continued compliance with any updates to Federal and Wyoming State law pertaining to non-profits, Department of Defense regulations, and the AA under which the VCC operates.
4. Shall present revisions and/or amendments deemed legally necessary to the General Board as outlined in Article XIV, Section B of these Bylaws.
5. Shall ensure that all revisions and/or amendments approved by the General Board, after meeting all requirements contained in Article XIV, Section B of these Bylaws, are disseminated to the Membership.
6. Shall ensure that the approved revisions and/or amendments to the Bylaws are submitted to the State of Wyoming, the IRS (Form 990), and the Approving Authority by the President, as may be required under applicable rules or regulations.

ARTICLE IX. INSURANCE

Section A. VCC Bonding

When the total cash on hand, or assets that any official or employee has access to, exceed USD \$1000.00, the position shall be covered by insurance. This includes but

is not limited to the President, 1st Vice President, 2nd Vice President, Reservations, Membership, Property Manager, Treasurer, and Thrift Store Treasurer, Community Enrichment and Thrift Store Liaison.

Section B. Liability Insurance

1. VCC and the Thrift Store shall maintain liability insurance in an amount sufficient to cover the following risks: fire, extended coverage, safe burglary, bodily injury, liability and physical damage liability.
2. VCC shall be responsible for procuring insurance at its own expense. Copies of the current liability insurance shall be submitted to the AA by the President.

ARTICLE X. FUNDING SOURCES

Section A. Income

1. The revenue from the VCC is derived from membership dues, voluntary contributions, Thrift Store sales and fundraising activities as authorized by the Board and not precluded by Army Europe Regulation 210-22.
2. Annual dues are not refundable.
3. Thrift Store income shall be distributed as follows;
 - A. Twenty percent (20%) of total VCC Thrift Store income may be used for salaries.
 - B. Ten percent (10%) of total VCC Thrift Store income shall be used for operational overhead of the Thrift Store.
 - C. Seventy percent (70%) of total VCC Thrift Store income shall be transferred to VCC and deposited as follows:
 - i. Eighty percent (80%) may be deposited in the VCC welfare account.
 - ii. Twenty percent (20%) shall be deposited in the VCC operating account.
4. One hundred percent (100%) of additional VCC fundraising net profit shall be deposited in the Welfare Account except for one annual operational fundraiser and proceeds of all Ways & Means sales which shall be deposited in the Operating Account.
5. All major fundraising shall be conducted in accordance with the Army Europe Regulation 210-22, and approved by the AA and the General Board.

Section B. Expenditures

1. Expenditures shall be limited to those required to support the activities listed in the Articles of Incorporation.
2. Expenditure types:
 - A. To support VCC events and activities.
 - B. To defray the costs of sending delegates to conferences that are of special interest to the VCC.
 - C. To defray the cost of administering funds, including payment of bonding and insurance premiums, legal counsel, accounting services, and other necessary costs required to operate the club.
 - D. All expenditures covered by the budget.
3. The board shall not spend, or obligate money in excess of funds actually on hand or subscribed.
4. All checks shall require two signatures.

Section C. Financial Control

1. The accounting record shall 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 VCC shall be prepared and maintained in a permanent file for reference and inspection purposes.
2. Financial statements shall be prepared monthly by the Treasurer and reviewed and approved monthly by the General Board.
3. A copy of the approved financial statement shall be forwarded to the AA by the President.
4. Financial statements shall be maintained by the VCC for a minimum of four (4) years by the VCC Treasurer, to include at least four inactive years and the current year.

Section D. Financial Custodians

The Treasurer and any VCC bank custodian or signatory shall be a member with SOFA status and maintain personal SOFA status at all times per regulations.

Section E. Account Requirements

1. The VCC shall 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 Bylaws.

2. The VCC shall maintain a Welfare account for the deposit of fundraising proceeds and distribution of Community Enrichment grants, partnerships, and Scholarship awards. This account is subject to all Financial Standard Operating Procedures as included in the Bylaws.

3. The Thrift Store shall maintain a business account for the deposit of profit and income from all sales and transactions at the Thrift Store.

Section F. Carryover of Excess Funds

1. The VCC shall transfer all annual operational fund monies in excess of USD \$20,000 to the Welfare fund at the end of each board year. This ensures the operational viability of the incoming board and supports the intended VCC purpose to support the Vicenza Military Community through Community Enrichment grants/partnerships and Scholarship awards.

2. The current board should strive to find ways to distribute all Welfare funds in the calendar year in which they are raised. If there is a large carryover of excess funds to the next board year, the incoming board should then strive to find additional multi-year impact projects to benefit the Vicenza Military Community.

3. When there are carryover excess Welfare Funds, the Board may vote to approve such multi-year impact projects with a two-thirds vote at a quorum board meeting.

ARTICLE XI. TAXES

Section A. Federal, State and Local Taxes

1. The VCC shall comply with all Federal, State, and Host Nation laws and codes that may be applicable to the VCC's operations, including any required federal and state annual tax return filings and any other filings required to maintain IRS section 501(c)3 status and any state compliance requirements to maintain VCC's status as a nonprofit corporation with the state of Wyoming.

2. Federal Taxes shall be filed each year using the appropriate IRS Form 990 for the level of income that year.

Section B. Host Nation (HN) Requirements

The VCC is responsible for obtaining private counsel to provide assistance in determining whether it complies with appropriate Host Nation requirements.

Section C. Affiliation

There are no parent organization controls, and no affiliated chapters of the

VCC. ARTICLE XII. GENERAL FINANCIAL PROVISIONS

Section A. Tax Preparation

1. Tax preparation procedures shall be conducted as follows:
 - A. The Treasurer shall determine the appropriate IRS Form 990 to file each year based on the level of income for that year.
 - B. The Treasurer shall compile the following documents:
 - i. List of Officers with addresses and contact information.
 - ii. List of Community Enrichment grant and partnerships recipients and the amounts awarded to each.
 - iii. List of Scholarship recipients and the amounts awarded to each.
 - iv. Summary of Annual Programs for the year.
 - v. All other documents required to support the completion of the appropriate IRS Form 990.

Section B. Audit Procedures

1. Audit procedures shall be conducted as follows:
 - A. Audits shall be performed in accordance with the Army Europe Regulation 210-22.
 - B. A Licensed Certified Public Accountant shall conduct all annual VCC audits mandated by the AA.
 - C. No US government auditing service or employees shall conduct VCC audits.
 - D. Audit reports shall be maintained for four (4) inactive years plus the current year.
2. An audit shall be conducted once a year at the end of the fiscal year. Audit procedures shall be performed as follows:
 - A. All VCC Officers and Committee Chairs with accounts shall submit financial records to the Treasurer.
 - B. The Treasurer shall gather all financial records and submit them to a qualified, independent auditor along with any necessary MFRs and a copy of the FSOP.
 - C. Upon completion of the audit, the auditor shall send a written report to the VCC.
 - D. The President shall present the audit report to the Executive Board

members for review within five (5) business days of receipt of the audit report.

E. The President shall ensure a copy of the audit report is sent to the Approving Authority within five (5) business days of receipt of the audit report.

F. The President shall present the audit report to the first General Board meeting following the receipt of the audit report.

G. If corrective action is required, the President shall ensure a corrective action reply is sent to the AA within thirty (30) days of completion of corrective actions. Extensions may be granted by the Approving Authority.

H. Additional midyear audits may be performed at the direction of the Executive Board by a committee of three (3) general members who have been appointed by the Executive Board and approved by the General Board, or by an independent external auditor.

Section C. Biennial Renewal

In accordance with the Army Europe Regulation 210-22, the VCC must request a renewal to operate from its AA biennially at least ninety (90) days prior to expiration. The following shall be submitted with the renewal request:

1. Two signed copies of the Articles of Incorporation and Bylaws for approval.
2. List of current officers with current contact information.
3. List of current members with their SOFA status (51% of members).
4. Banking information (account types, numbers and locations).
5. Copy of current year's audit or financial review with corrective actions.
6. Copy of current Certificates of Insurance and Bonding.
7. Copy of insurance policy covering VCC's activities.
8. Copy of any correspondence on the applicability of Host Nation Laws.
9. Copy of the previous approval document granted.
10. A summary of prior two (2) year sponsored activities.
11. Copies of the prior two (2) year Form 990 filings as required by the IRS.
12. Records of prior two (2) year distribution of funds.
13. Inventory of organization's fixed assets and owned property.
14. Copy of current Thrift Store SOP.

Section D. Childcare, Reservations, and Sliding Scale Prices

At the beginning of each board year, the Executive Board in cooperation with the Budget Committee shall review the VCC budget and make a recommendation for Childcare, Reservations, and Event Pricing SOPs to be approved by the General Board and included in the Standing Rules for that board year. The board shall be under no obligation to offer reimbursements, subsidies, or sliding scale prices, but may consider whether they are appropriate. Any reimbursements, subsidies, or sliding scale prices shall be offered only in accordance with applicable regulations and shall be implemented fairly among all members. Specifically, the board will

consider the following:

1. Childcare Reimbursements or Subsidies

A. Reimbursements or subsidies, if any, that may be offered for childcare for members attending luncheons.

B. Reimbursements or subsidies, if any, that may be offered for childcare for board members and volunteers when working at VCC events and activities.

2. Reservations

A. Luncheon reservations policy, to include childcare and cancellation policies.

3. Event Pricing

A. Sliding scale price for luncheons hosted by the VCC.

B. Sliding scale price for special events hosted by the VCC.

ARTICLE XIII. DISSOLUTION

Section A. General

1. Dissolution of the VCC 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 AA.

2. Inactivation of the VCC may be accomplished at any time by a simple majority vote of the General Membership on advice of the Honorary President and/or the President.

3. Upon dissolution of the VCC, notification shall be submitted in writing to the Approving Authority, the Wyoming Secretary of State, as required by W.S.17-19-1402(a), and to the IRS using the Regular 990 Form.

Section B. Disposition of Assets

1. Upon dissolution or inactivation of the VCC, all funds in the treasury at the time shall be used to meet any outstanding debts, liabilities, or obligations.

2. In the event obligations exceed the balance on hand, the Membership may be assessed a prorated share of the amount needed to pay all obligations.

3. Upon the dissolution of the VCC, assets shall be distributed for one or more exempt purposes, as determined by a General Membership vote, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

4. Any abandoned VCC assets shall be considered a donation to the installation. The

AA shall have final approval over their disposition. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the VCC is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5. Upon dissolution of the VCC, the Thrift Store shall be dissolved or removed from VCC responsibility in accordance with Army Europe Regulation 210-22.

ARTICLE XIV. AMENDMENTS

Section A. Articles of Incorporation

1. In accordance with the Wyoming Nonprofit Corporation Act, Section 17-19- 1001, the VCC may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles or to delete a provision not required in the articles.

2. Proposed amendments to the Articles of Incorporation shall undergo review by privately retained legal counsel to ensure the VCC remains in compliance with the Wyoming Nonprofit Corporation Act, Federal law, the IRS 501(c)(3) nonprofit requirements, Department of Defense Regulations, and AA, the Commander, USAG Italy, under which the VCC operates.

Section B. Bylaws

1. Proposed amendments to the Bylaws shall be submitted in writing to the General Board for approval to proceed with a legal review to determine any proposed changes are in compliance with the Wyoming Nonprofit Corporation Act, Federal law, the IRS 501(c)(3) non-profit requirements, Department of Defense Regulations, and Approving Authority, the Commander, USAG Italy, under which the VCC operates.

2. The General Board, after an appropriate review by privately retained legal counsel, may approve proposed amendments at any regular meeting by a simple majority vote provided a quorum is present.

3. Amendments approved by the General Board shall be submitted to the General Membership for a vote of approval or rejection within thirty (30) days.

4. If the General Board does not approve the proposed amendment that has passed legal review, upon the petition of at least twenty-five percent (25%) of members who are eligible to vote, it shall be submitted to a General Membership meeting for approval or rejection.

5. Amendments to the Bylaws made throughout the organizational year will be submitted to the Approving Authority, the Secretary of State of Wyoming, and the IRS. The letter reporting amendments shall be signed by the President, 1st Vice President, 2nd Vice President, and Secretary to indicate approval by the

membership.

Section C. Standing Rules

Standing Rules may be adopted, amended, or repealed by a simple majority vote of the General Board at a board meeting provided that a quorum is present when those rules are not in conflict with the VCC Articles of Incorporation and Bylaws.

ARTICLE XV. RATIFICATION

Date

Signature

2022-2023

President

Karen Graves

Signature

2022-2023

Secretary

Lyndsee Baldwin



Signature

2022-2023 1st Vice

President

Holly Baker