



USA Girl Scouts Overseas – Stuttgart Constitution

The Constitution and Bylaws for an Overseas Committee have been developed to meet the policies and standards of the Girl Scouts of the U.S.A.

ARTICLE I. NAME, LOCATION, AUTHORITY

1. The name of the organization shall be USA Girl Scouts Overseas – Stuttgart, located in Stuttgart, Germany. It is within the jurisdiction of USAGSO with headquarters in Vicenza, Italy. USA Girl Scouts Overseas – Stuttgart (USAGSO-Stuttgart) will be regarded as an USA Girl Scout Overseas Committee under Policies and Procedures of Girl Scouts of the U.S.A. (GSUSA).
2. USA Girl Scouts Overseas – Stuttgart is established as a Private Organization pursuant to Army Regulation (AR) 210-22 and Army in Europe (AE) Regulation 210-22, Private Organization and Fundraising Policy (2 December 2003), AE Regulation 215-8, Professional US Scouting Organization Operations at Military Installations in Europe (9 December 2005) and the approving authority is the Stuttgart Military Community Commander.
3. The organization is not an instrumentality of the United States and is not entitled to immunities and privileges thereof. It will be self-sustaining and may not receive financial assistance from the US Army, US Air Force, US Navy, US Marine Corps, US Coast Guard, appropriated funds or non-appropriated funds, except as indicated in DoD instruction 1015.9, Professional United States Scouting Organizations Operating at United States Military Installation Located Overseas.
4. Neither the Department of the Army, the United States Army Europe (USAREUR), United States Navy Europe (USNAVEUR), United States Air Force Europe (USAFE), United States Marine Corps Forces Europe (MARFOREUR), United States Coast Guard (USCG), IMCOM-Europe or any NAFI will assume responsibility for the USA Girl Scouts Overseas – Stuttgart actions or debts. All members, in accordance with host nation laws, may be personally liable to creditors if the assets of the Overseas Committee are insufficient to discharge all liabilities.
5. The organization operates and exists on a military installation only with the consent of the approval authority. This consent is contingent upon the organization's compliance with the requirements and conditions of AR 210-22 and AE Reg 210-22. Failure to comply with cited policies will result in dissolution of the Private Organization (PO).

6. All members are required to read this Constitution and attached Bylaws upon joining the organization.

ARTICLE II. PURPOSE

1. The purpose of the organization (as defined in Blue Book of Basic Documents, a GSUSA document) is to organize and maintain pathways within the jurisdiction; pathways consist of troops, events, trips, camp, etc.; see that girls and adults affiliating with the pathways meet Girl Scout's membership requirements; to see that each person affiliated with the pathways subscribes to the purpose, adheres to the policies and maintains the standards of GSUSA; and see that the work of the pathways is financed in accordance with the policies of GSUSA.
2. This organization will not engage in activities that compete with those of any appropriated or non-appropriated fund activity.

ARTICLE III. ACTIVITIES AND FUNDRAISING EVENTS

1. Activities of the organization include organization and maintenance of Girl Scout pathways, recruitment, selection, appointment and training of adult volunteers; administration of the Girl Scout program activities and fundraising to support its activities and work of USAGSO.
2. USAGSO-Stuttgart is aware of the U.S. Army Garrison Stuttgart Command Policy Letter#32, Private Organizations, and AE Reg 210-22, 6 August 2012, and will conduct all fundraisers accordingly.
3. In accordance with applicable US military, GSUSA and USAGSO policies and procedures, USAGSO-Stuttgart will provide Stuttgart military installation with the following: annual leadership Point of Contact list, biennial Scout Youth Protection Training Certificates, Proof of Liability and Bonding Insurance and the License to Use USAG Stuttgart Facilities signed by the Garrison Commander and Private Organization office.
 - a. USAGSO-Stuttgart will review the Private Organization Handbook annually for changes in these procedures. See Special Guidelines for Scouting Organizations.
4. USAGSO-Stuttgart's activities are directed towards supporting quality of life for all members of the Stuttgart garrison.
5. The organization will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the U.S. government.
6. The organization agrees to reimburse the Army for utility expenses and other expenses if incurred, unless use is incidental (would cost more to bill and collect than it cost to provide the utility).

ARTICLE IV. MEMBERSHIP

1. Membership in USA Girl Scouts Overseas-Stuttgart shall consist of an Overseas Committee Chair (OCC), Overseas Committee Management Team (OCMT), pathway leaders and all registered girl and adult members of the Girl Scout movement residing within the geographic area of the Overseas Committee.
2. At least 51% of the membership of Stuttgart Girl Scouts will be members of the US Forces, the DOD civilian component, family members, retirees, and US Forces contract employees or employees of organizations granted status under Article 71, 72, 73 of the NATO SOFA Supplementary Agreement (SOFA), collectively referred to as members with SOFA status. Membership by non-US Forces personnel will not exceed 49%.
3. This organization fully supports the GSUSA policy on equal opportunity and will not discriminate in membership eligibility on the basis of race, color, religion, national origin, sex, or mental or physical handicap. This organization shall not accept invitation from or participate in any activity or organization that does not conform to GSUSA's non-discrimination policy or that discriminates on the basis of race, color, religion, national origin, sex, or mental or physical handicap.
4. Girl members join with the permission of parents/guardians. Girl membership is open to girls in kindergarten-12th grade and may include older girls with unique challenges and disabilities.
5. Adult membership is open to women or men at least 18 years of age, who pay annual membership dues and ascribe to the Girl Scout Promise and Law. Adult members who assume specific appointed responsibilities must complete a USAGSO application, background screening and training for their position. Training will include Youth Protection Training as required by the PO office for scouting organizations.
6. Adult members and volunteers may be removed from their positions for violation of US military, GSUSA or USAGSO policies and procedures.

ARTICLE V. GOVERNING BODY

1. There shall be an Overseas Committee Management Team (OCMT) set up in accordance with GSUSA procedures for governing the activities of USAGSO-Stuttgart and registering USA Girl Scout Overseas members.
 - a. The OCMT must have a minimum of three people
 - i. The Overseas Committee Chair (OCC),
 - ii. Secretary (appointed by the OCC for a period of one year),
 - iii. and Treasurer (appointed by the OCC for a period of one year).
 - iv. Additional members are appointed by the OCC as necessary.
2. The OCC and OCC-Elect candidates are interviewed and nominated by the Referral Committee. The name(s) of the OCC nominee(s) are endorsed by the Overseas Committee Association (OCA).
 - a. The nominee is endorsed by a majority vote (51%) from the OCA with a minimum 25% (Quorum) OCA members voting. Only one method can be used (in person, telephone, mail or email).
 - i. If a quorum cannot be reached after the initial voting deadline has passed, a second call of votes will be taken with a 2-day deadline

- for additional votes.
 - ii. If the quorum is not reached after the second call, the majority votes from the voting members will call the final decision.
 - b. That name is submitted to the assigned USAGSO executive staff for a second interview and appointment.
3. The USAGSO-Stuttgart OCC and Treasurer must have SOFA status if the organization uses the military banking institution.
 4. The OCA shall meet at least twice a year (in person, online, via e-mail, mail or telephone).
 5. The following matters must be brought before the Overseas Committee Association for endorsement or approval by majority voting:
 - a. Selection of candidates for OCC and OCC-Elect
 - b. Overseas Committee Plan of Work and Budget
 - c. Revisions to and renewal of the Constitution and Bylaws
 - d. Overseas Committee Standard Operating Procedures, if any

ARTICLE VI. AMENDMENTS

1. This Constitution may be amended by majority vote (51%) from the OCA with a minimum 25% (Quorum) OCA members voting. The amendments will be presented at a regular meeting, special meeting or by email.
 - a. If a quorum cannot be reached after the initial voting deadline has passed, a second call of votes will be taken with a 2-day deadline for additional votes.
 - b. If the quorum is not reached after the second call, the majority votes from the voting members will call the final decision.
2. A USAGSO staff member will review and approve any amendments prior to presenting the amendment for a vote of the OCA. A copy of the drafted amendment shall be forwarded to the assigned staff member along with a letter reporting such amendments, signed by the OCC.


ARTICLE VII. DISSOLUTION

1. Dissolution of USAGSO-Stuttgart, may be by order of USAGSO or by a majority vote of the membership.
2. Upon dissolution of the USAGSO-Stuttgart, funds and assets remaining after payment of liabilities will be forwarded to USAGSO.
3. The Garrison PO Coordinator will be notified of the dissolution. Notice will include:
 - a. A statement of dissolution dated and signed by the PO President.
 - b. A copy of the complete terminal audit.
 - c. A copy of the receipt(s) issued by the organization to which residual assets were transferred.
 - d. A copy of the bank statement showing a zero balance.

ARTICLE VIII. APPROVAL

Upon Approval of this Constitution, all previously published Constitutions are rescinded.

Approved by majority vote on March 1, 2019.



Melissa Hilliard
Overseas Committee Chair

March 1, 2019
Date



Amanda Rice
Overseas Committee Treasurer

March 1, 2019
Date



USA Girl Scouts Overseas – Stuttgart By Laws

ARTICLE I. DUTIES OF OFFICERS

1. The Overseas Committee Chair (OCC) shall chair the meetings of the Overseas Committee Management Team (OCMT) and the Overseas Committee Association (OCA) and perform duties in accordance with Girl Scouts of the U.S.A. (GSUSA) and USAGSO directives, policies, and procedures.

Only the OCC or a designated substitute maintains contact with the duly appointed Liaison/Project Officer for the purpose of interpreting Girl Scout programs, requesting logistical support, and offering Girl Scout services to the community.

2. The Secretary is appointed by the OCC for the period of one year and shall be responsible for written records (minutes) of all OCMT and OCA meetings and the distribution thereof to all members.
3. The Treasurer is appointed by the OCC for a period of one year and shall be responsible for accurate accounting records of the financial transactions of the Overseas Committee. Accounting records shall be kept in accordance with USAGSO-Stuttgart Financial Standard Operating Procedures (SOP).
4. Officers at the end of their term of office will ensure that all organization records are complete, including: checkbook, financial statements, meeting minutes, Private Organization handbook, etc. These items will be handed off to the new members of the OCMT.

ARTICLE II. APPOINTMENT AND TERM OF OVERSEAS COMMITTEE CHAIR (OCC)

1. The OCC is appointed in accordance with GSUSA procedures for governing the activities of USAGSO-Stuttgart and registering USA Girl Scouts Overseas members. The term of office shall be one year beginning 1 June.
2. If the OCC is unable to complete the term of office, the referral process is resumed whereby the Referral Committee shall submit candidates to fill the vacancy to the USAGSO staff member after endorsement by the OCA for appointment to fill the expired term.
3. The OCC may serve no more than three consecutive terms.

ARTICLE III. OVERSEAS COMMITTEE ASSOCIATION (OCA)

1. FUNCTION: The OCA provides an opportunity for Girl Scout adult and girl members 14 years of age or older in the community to advise the OCC of members' needs and accomplishments; to assist the OCC and OCMT in planning

for Overseas Committee activities; to endorse the Referral Committee's selection of candidates for the appointment of OCC; to review the Overseas Committee's Plan of Work, Budget, Guidelines or Standard Operating Procedures and Constitution and Bylaws.

2. MEMBERSHIP: All registered Girl Scouts 14 years of age or older in jurisdiction of USA Girl Scouts Overseas-Stuttgart are members of the OCA.
3. MEETINGS: The OCA shall meet at least twice a year. Notification shall be by telephone, by letter/email or by announcement at a previous meeting. Meetings may also be held online, by telephone, or email.
4. VOTING: The vote is taken by voice, show of hands, rising or roll call. Alternatives to a called meeting are telephone, mail or email. Only one method can be used -- in person, telephone, mail or email.

ARTICLE IV. REFERRAL COMMITTEE (RC)

1. RC members are appointed by the OCC and the assigned USAGSO staff member and accountable to the OCA to serve a term of one year beginning the scouting year.
2. The RC Chair is appointed by and accountable to the assigned USAGSO staff member.
3. The RC selects qualified candidates for OCC and OCC-Elect positions, presents the candidates to the OCA. Upon endorsement by the OCA, the RC Chair presents the candidates to the assigned USAGSO staff member.
4. The RC shall carry out the preceding procedure at any time during the year that a vacancy in the OCC position occurs.
5. The RC shall also seek and recommend to the OCC qualified candidates for appointment to other positions within USAGSO-Stuttgart.

ARTICLE V. OVERSEAS COMMITTEE MANAGEMENT TEAM (OCMT)

1. FUNCTION: The OCMT is the community group responsible for Girl Scouting in the geographic area outlined in the Constitution, carrying out for all members in the community, the policy on Overseas Committee responsibility stated in the *Blue Book of Basic Documents*, a GSUSA document.
2. MEMBERSHIP: The OCMT is composed of the OCC and at least two additional committee members as required in the USAGSO-Stuttgart Constitution. Additional management team members are recommended by the RC and appointed to the OCMT by majority vote of existing OCMT members.
3. MEETINGS: The OCMT shall meet monthly. Notification shall be by telephone, letter, e-mail or by announcement at a previous meeting.
4. QUORUM: Fifty-one percent (51%) of the OCMT shall constitute a quorum. Votes can be made by a show of hands, secret ballot, telephone, mail or email.
5. USAGSO-Stuttgart will comply with all Federal, state and local tax laws.

6. Dissolution of the OCMT is subject to a majority vote by the OCC, RC Chair, Secretary and Treasurer.

ARTICLE VI. PRIVATE ORGANIZATION REQUIRED FILINGS

1. Upon change of officers, an updated list that includes name, complete CMR address, private telephone numbers, and private, non-DoD e-mail addresses of all officers will be forwarded to the Private Organization Coordinator.
 - a. The Officer list will be submitted no less than annually to the Private Organization Coordinator.
2. Biennial Youth Protection Training Certificates for all officers and troop leaders.
3. Proof of Liability and Bonding Insurance
4. License to use USAG Stuttgart Facilities, signed by the Garrison Commander and the Private Organization Coordinator.

ARTICLE VII. OVERSEAS COMMITTEE FINANCING

1. Expenditures shall be limited to those required in support of the activities listed in the Constitution.
2. The Treasurer is responsible for all the financial records. The Treasurer operates within the guidelines of USAGSO-Stuttgart Financial Standard Operating Procedures for Overseas Committees and the appropriate military regulations.
3. The fiscal year for the Overseas Committee is 1 October to 30 September.
4. A budget shall be prepared by the OCC and members of the OCMT, and approved by the OCA. Once approved, it governs the Overseas Committee's spending for the fiscal year. Additional items not budgeted or expenses exceeding \$250 from the budget must be presented to the OCA for approval.
5. The Overseas Committee shall be funded by fundraisers conducted within the policies and approved methods of GSUSA and USAGSO to meet the operational needs of the Overseas Committee and to provide for program opportunities for girls and training for adults. Garrison fundraising rules are addressed in Section XI.
6. Accounting records shall be maintained to reflect the assets, liabilities and financial transactions of the Overseas Committee. An accounting guideline describing the accounting system used by the Overseas Committee shall be prepared and maintained in a permanent file for reference and inspection. Financial statements shall be prepared at least quarterly and presented to the OCMT for review. Copies of the quarterly financial statements will be made available to any OCA member upon request.
7. An audit of the Overseas Committee financial records is to be conducted annually, or at any change of the Treasurer. See Article X for further details.

8. The OCC, Treasurer, and at least one other unrelated registered adult OCMT member shall be authorized to sign checks for the Overseas Committee Fund Account and shall comply with all banking procedures to insure such authority. Each check drawn from the Overseas Committee Fund Account must be co-signed by two of the individuals so authorized. Electronic Fund Transfers are subject to secondary review and signature.
9. All members, in accordance with host nation laws, may be personally liable to creditors if the assets of the Overseas Committee are insufficient to discharge all liabilities.
10. If the USAGSO - Stuttgart is dissolved, funds and assets will be used to meet outstanding debts, liabilities or obligations. The balance of assets shall be forwarded to USAGSO.

ARTICLE VIII. INSURANCE

1. Bonding Insurance is carried by GSUSA for all OCCs, Treasurers, and Product Sale Managers. Copies of the current fidelity insurance will be submitted to the Private Organization Coordinator.
2. All members of the organization are subject to a predetermined amount, referred to as a registration fee, set forth by GSUSA.
3. In accordance with AR 210-22, paragraph 3-2, the PO will obtain adequate insurance protection against public liability claims, property damage claims, or other legal actions arising from USAGSO-Stuttgart activities, one or more of the USAGSO-Stuttgart's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the USAGSO-Stuttgart.
4. In accordance with AE 210-22, Section II, 4(c)(4), the PO will purchase fidelity bonding from a commercial firm and will be procured at the PO's expense. The amount of fidelity bonding will be equal to the normal maximum amount of cash handled, and will be sufficient to provide full protection of assets.
5. A foreign comprehensive general liability policy is carried by GSUSA, which provides legal liability protection for approved Girl Scout activities of registered Overseas pathways outside of the United States of America. Liability coverage is also included for the individual liabilities of leaders and Girl Scout volunteers in the Overseas Committee as arising out of the performance of their Girl Scout activity. The amount of this insurance coverage is \$2,000,000.
6. Copies of the current liability and bonding insurance will be submitted to the Private Organization Coordinator. Insurance will be obtained from a commercial firm at the organization's expense.

ARTICLE IX. FINANCIAL CONTROL

1. USAGSO-Stuttgart will use a single entry accounting system to maintain the organization's financial records.
2. Accounting records will be maintained that reflect the assets, liabilities, net worth

and financial transactions of the organization. A Financial Standard Operating Procedure (SOP) describing the accounting system will be prepared and maintained in a permanent file for reference and inspection purposes.

3. Financial statements will be prepared every quarter and kept on file for a four years.
 - a. An annual review of the Private Organization Handbook is required to ensure filing rules with the Garrison have not changed. This could include, but is not limited to, filing financial statements with the Private Organization office.

ARTICLE X. AUDIT

1. As required under AR 210-22, the organization will be audited at least once a year and upon change of treasurer, at its own expense, by a qualified auditor, or a committee of three USAGSO-Stuttgart members who hold no office within the organization. The audit will, at a minimum, include:
 - a. A thorough check to ensure that all transactions are recorded and properly documented. This establishes an audit trail.
 - b. Inventory of organization owned property.
 - c. Verification that financial statements are accurate and are issued as required for review.
 - d. A cash count of all cash on hand, reconciliation of bank statements, check of accounts receivable, and reconciliation of accounts payable and other liabilities.
 - e. A review of the PO's Financial SOP.
2. The organization will retain audit reports and financial records for at least four years.
3. The organization will, when required, submit tax returns and other documentation to the host nation tax agency in accordance with AR 210-22, paragraph 3-4d.
4. Official auditors contracted by USAGSO-Stuttgart must comply with audit procedures and requirements in accordance with AE Reg 210-22. Qualified individuals will supply a copy of their license to be submitted with the audit paperwork.
5. USAGSO-Stuttgart will review the Private Organization Handbook annually to ensure filing rules with the Garrison have not changed.
6. A copy of the audit report will be filed with the USAGSO upon completion.

ARTICLE XI. RESALE AND FUNDRAISING ACTIVITIES

1. The organization will not engage in any fundraising activities without prior written approval from the approval authority or his designee. The written approval from the approval authority will be posted at the fundraising site during any fundraising activity.
2. A letter requesting permission to conduct a fundraising event should be forwarded through the Private Organization Coordinator to the approval authority at least 30

days prior to the event. If fundraising events take place within the immediate vicinity of a DFMWR, AAFES, DeCA facility or on the grounds of the vicinity, this organization will obtain permission of the according facility manager. If the fundraising will take place on or near the grounds of any AAFES facility, this organization will obtain permission directly from the AAFES general manager prior to submitting request. If pre-event ticket sales or advertising is required, the fundraiser request must be submitted at least 30 days prior to the date that the ticket sales or advertising is scheduled to begin.

- a. Request for fundraising events will include a risk management assessment to ensure the safety of the participants. The organization will specify risk management procedures when planning and carrying out activities for their organization.
 - b. If the organization is unable to meet the 30-day requirements, a Late Submission Waiver must be filed and signed by the Garrison Commander. Without the Late Submission Waiver, the fundraising request will be denied.
3. Participation in fundraising activities will be limited to members of the US Forces, their family members, and members of the civilian component of the US Forces and their family members who are authorized logistical support pursuant to IMCOM-Europe Regulation 600-700.
 4. Organizations are required to submit an after-action report (AAR) to the approval authority within 30 days after the event. A committee of three organization members, who hold no office and are present at the event, will prepare the AAR. The AAR will include a summary of the event (i.e., planning, execution, problems, suggestions, and final distribution of funds).
 5. The organization will appoint a disinterested person, who holds no office, to inspect the records of the organization at the conclusion of the event, to ensure all income and expenditures have been properly entered on the accounting records of the organization and to ensure expenditures are supported by appropriate vouchers. The inspector will provide a copy of the written report with supporting documentation to the approval authority within 30 days after the event. The organization will file its copy of the written report with supporting documentation in its permanent file.

ARTICLE XII. RESTRICTIONS

1. There is no official relationship between the organization's activities, official duties, and responsibilities of DoD personnel who are organization members or participants.
2. The organization's Constitution and Bylaws must authorize all functions and expenditures. DoD personnel acting in an official capacity will not influence these choices.
3. This organization was not created, operated, or administered by DoD personnel acting in an official capacity or on behalf of an official purpose to evade restrictions on expenditures of appropriated and/or non-appropriated funds.
4. Except as authorized, this organization will not use for any improper purpose or in a manner that implies endorsement by any federal entity, or include in its title, logo, letterhead, name, seal, or acronym "DoD" or the name, abbreviation or seal

of any military department, service or other federal entity. No member of or participant in the organization's activities will use their military or DoD title, logo, letterhead, name, seal or acronym in any manner in connection with the USAGSO-Stuttgart activities.

ARTICLE XIII. AMENDMENTS

1. These Bylaws may be amended by majority vote (51%) from the OCA with a minimum 25% (Quorum) OCA members voting. Only one method can be used (in person, telephone, mail or email).
 - a. If a quorum cannot be reached after the initial voting deadline has passed, a second call of votes will be taken with a 2-day deadline for additional votes.
 - b. If the quorum is not reached after the second call, the majority votes from the voting members will call the final decision.

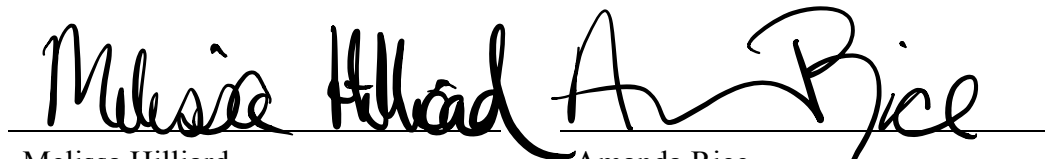
ARTICLE XIV. ANNUAL REVISION AND RENEWAL

1. Once adopted by USAGSO - Stuttgart, the By-Laws must be submitted to the assigned USAGSO staff member.

ARTICLE XV. APPROVAL

Upon approval of these Bylaws, all previously published Bylaws are rescinded.

Approved by majority vote on March 1, 2019.

Handwritten signatures of Melissa Hilliard and Amanda Rice in black ink, written over a horizontal line.

Melissa Hilliard
Overseas Committee Chair

Amanda Rice
Overseas Committee Treasurer

March 1, 2019
Date

March 1, 2019
Date