

## **BYLAWS**

### **AMERICAN EMBASSY RECREATION ASSOCIATION TIRANA, ALBANIA**

#### **SECTION 1 - Name of the Association**

The full name of the employee association established in accordance with these bylaws shall be the "American Embassy Recreation Association (AERA)," hereinafter referred to as the "Association."

#### **SECTION 2 - Place of Business**

The principal address of the association shall be the American Embassy, Tirana, Albania.

#### **SECTION 3 - Purposes**

The association is formed for the following purposes:

- a) To conduct activities primarily for the benefit and welfare of the employees of the United States Embassy in Tirana, Albania, for the benefit and welfare of the families of such employees, and for the benefit and welfare of such other persons as may from time to time be designated by the Board of Directors of the association, which may include, but may not be limited to, the operation of food services, recreation facilities, employee services, and administration of any funds acquired by the association for the common benefit of such employees, families, and other persons;
- b) To acquire by purchase, devise, bequest, or otherwise any and all property, real, personal, or fixed, tangible or intangible, wherever situated, necessary or useful for the operations of the association; to hold, own, maintain, sell, assign, lease, exchange, or otherwise dispose of the same; and to exercise all other rights and powers of ownership therein;
- c) To solicit, receive, and expend money and other property with which to defray the expenses of the association in carrying on its activities and to issue therefore suitable receipts or acknowledgments; to borrow money of any person, firm, or corporation for any of the objectives or purposes

of the association, to issue notes or obligations; to secure the same by mortgage, pledge, or any other lawful means; and to enter into and carry out agreements and contracts of every kind and description;

- d) To do all and everything necessary, suitable, and proper directly or indirectly for the accomplishment of any of the purposes or powers heretofore set forth, either alone or associated with other corporations, associations, firms, or individuals, and to do any other act or acts, thing or things, incidental or pertaining to, or growing out of, or connected with part or parts thereof, provided the same be consistent with the applicable law, established foreign policy of the United States and administrative regulations issued by the Department of State;
- e) To support and assist as appropriate the activities of the American Embassy and related Agencies that contribute toward the furthering of understanding or improvement of relations between the U.S. Government and the people of Albania;
- f) In general, to do any and all things and to exercise any and all powers, which may now or hereafter is lawful for the association to do or exercise.

#### **SECTION 4 - Non-profit Association**

The association is not organized for profit and it shall not have the authority to issue shares.

#### **SECTION 5 - Term of Association**

The association shall have perpetual existence.

#### **SECTION 6 - Liability of Members**

The private property of the members of the association shall not be subject to the payment of the debts of the association.

#### **SECTION 7 - Membership**

Membership in the association shall be granted to the applicant and their eligible family members upon fulfillment of the conditions hereafter specified for the class of membership. Final determination of the eligibility of applicants for all

classes of membership shall be vested in the Board of Directors, and must be in compliance with 6 FAM 540.

Application for each class of membership shall be submitted to the association for review by the membership committee or designated individual. Applications for Full membership must be cleared by an appropriate individual at post. The application shall include a statement affirming the applicants' understanding and acceptance of the rules and regulations of the association to include the safeguarding and personal consumption of duty-free goods.

All membership applications may be subject to the approval of the Regional Security Officer (RSO).

In the event of any question or dispute concerning membership eligibility or class of membership, final determination will be made by the Principal Officer or his/her designated representative.

Basic requirements for each class of membership shall be as follows:

**(A) Full Memberships shall be extended only to:**

United States citizens, and U.S. resident aliens, who are employees of the United States Federal Government (and their eligible family members over the age of 16), assigned to a tour of duty in Tirana, Albania, and acting under the jurisdiction of the Principal Officer.

Possession of "Duty-Free Entry" privileges shall be a requirement in determining eligibility for Full membership.

**(B) Associate Memberships may be extended to:**

- United States citizen and U.S. resident aliens, who are employees of contractors funded by United States agencies or instrumentalities under the provisions established in 6 FAM 542(b)
- Third country national direct-hire or contract personnel, recruited from outside Albania and relocated to Tirana for employment by the United States Government under the provisions established in 6 FAM 544(a)

- United States citizens whose presence abroad is for the purpose of implementing United States federally funded programs under the jurisdiction of the Principal Officer under the provisions established in 6 FAM 542(b)

Possession of "Duty-Free Entry" privileges shall be a requirement in determining eligibility for Associate membership.

**(C) Teacher Memberships may be extended to:**

United States citizen school teachers and administrators, hired from outside of the host country and employed by the **International School of Tirana** under the provisions established in 6 FAM 542(c). Access is not accorded to locally hired U.S. citizen schoolteachers under this category.

**(D) Affiliate Memberships may be extended to:**

- United States citizens resident in country
- Host country national employees and third country national employees recruited in country employed by an agency of the USG
- Members of other diplomatic communities and international organizations
- With the approval of the Board of Directors and the Principal Officer or his/her designated representative, host and third country nationals residing in Albania

The total number of Affiliate Memberships may be determined and set by the association Board of Directors with approval from the Principal Officer or his/her designated representative.

**(E) Temporary Memberships may be extended to**

Citizens of the United States, who are employees of any agency of the United States Government, assigned to temporary duty or an official visitor to post. Temporary memberships are limited to a period not exceeding six months from the date of original issuance.

The Board of Directors shall establish, and from time-to-time review, a schedule of membership fees, deposits, and/or dues as may be appropriate for each class of membership, together with appropriate rules and regulations to which each applicant for membership shall agree to abide.

Payment of deposits and fees shall be upon acceptance of the membership application by the Board of Directors.

### **SECTION 8 - Membership Privileges**

Final determination of the privileges to be accorded to each class of membership, other than to Full members, shall be vested in the Board of Directors. These privileges are:

- a) **Full Members** shall be entitled to use all facilities and services, now or hereafter provided by the association, subject only to such rules and regulations established by the Board of Directors for the operation of such facilities or services. Full memberships are to be accorded all privileges and rights, including the right to vote (if over the age of 16) at all membership meetings.
- b) **Associate Members** may be accorded the same rights as Full members, excluding the right to vote and serve on the Board of Directors, subject to the rules and regulations established by the Board of Directors for the operation of the facilities or services.
- c) **Teacher Memberships** may be accorded the use of specified facilities and services made available by the association, including access to the purchase of packaged duty-free goods under the provisions established in 6 FAM 542(c), subject to the rules and regulations established by the Board of Directors for the operation of such facilities or services. Teacher members shall not have the right to vote or serve on the Board of Directors.

- d) **Affiliate Members** may be accorded the use of specified facilities and services made available by the association generally excluding access to the purchase of packaged duty-free goods, subject to the rules and regulations established by the Board of Directors for the operation of such facilities or services. Affiliate members shall not have the right to vote or serve on the Board of Directors.
  
- e) **Temporary Members** may be accorded the use of specified facilities and services made available by the association including access to the purchase of packaged duty-free goods, subject to the rules and regulations established by the Board of Directors for the operation of such facilities. Temporary members shall not have the right to vote or serve on the Board of Directors.

## **SECTION 9 - Deposits, Dues, and Fees**

### **(A) Deposits**

The Board of Directors may establish and periodically review a schedule of deposits required of the membership. Payment of a deposit shall be refunded when the member departs post or otherwise cancels his/her membership. Deposits may be used to pay the debts of the association including repayment of a loan from the Central Commissary and Recreation Fund. In such an instance, the deposit would not be available for return to the members.

### **(B) Dues and Fees**

The Board of Directors may establish and periodically review a schedule of dues and fees required for use of the facilities.

## **SECTION 10 - Board of Directors**

The management of the association shall be vested in a Board of Directors comprised of Full Members, elected by the membership in the month of October each year. Per 6 FAM 539, the majority of the voting Board of Directors must be direct-hire, U.S. citizen, U.S. Government employees.

The Board of Directors shall be composed of five (5) Full Members eligible to vote. Directors shall be elected for one (1)-year terms.

On month prior to yearly Board elections, the Board shall notify Full Members of upcoming elections during the annual Full Member Meeting (see Section 13). Full Members in good standing seeking election to the Board of Directors must notify the Board in writing of their interest at least 10 (ten) days in advance of the election. Standards for eligibility are contained within the association's published policies and procedures. The names of all eligible candidates will be published to the Full Members for review at least five (5) business days in advance of the election date.

Vacancies on the Board of Directors due to the departure of a Director may be filled by a person or persons appointed at the discretion of the remaining Board members. If they wish to remain on the Board, appointed Directors must stand for re-election upon the expiration of the term of the Director being replaced.

If a Director repeatedly fails to complete accepted duties or to respond to decisions of a majority of the Board of Directors or the members, exhibits unprofessional conduct, or attempts to execute unilateral decisions outside the authority of his or her assigned position, the Board of Directors may move to remove the member from the Board of Directors. Removal for cause requires an affirmative vote of a quorum of all Full Members eligible to vote.

The Board of Directors shall also include one member appointed by the Principal Officer to act as his/her designee on the Board and the Community Liaison Office Coordinator (CLO). The Principal Officer's designee and CLO Coordinator shall not have the right to vote at Board Meetings.

The Officers of the association shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer, elected by the Board of Directors as nominated from the pool of elected Board members. Officers shall be elected for a term of twelve (12) months, except that in filling vacancies, the term shall be for the unexpired term of the officer being replaced.

#### **SECTION 11 - Duties of Officers**

- a. The Chairperson, as chief officer of the association, is responsible to the Board of Directors, which represents the membership, for the proper conduct of all association activities not specifically delegated to other

officers. The duties of the Chairperson shall include: presiding at all meetings of the membership, Board of Directors, and Executive sessions; appointing all standing and special committees, subject to approval of the Board of Directors; maintaining close cooperation and compliance with official policies; supervising performance of manager(s) engaged to direct association activities; and continuous review of policies, rules, and regulations and performance of operations to ensure propriety, adequacy and effectiveness of operations.

- b. The Vice-Chairperson shall assist the Chairperson in the performance of his/her duties, and in the event of absence or incapacity of the Chairperson, is empowered to perform all duties and exercise all authority vested in the Chairperson.
- c. The Treasurer, as chief financial officer of the association, is responsible to the Board of Directors for all matters pertaining to or affecting the financial condition of the association. The duties of the Treasurer shall include maintenance or oversight of all accounting, bank, cost, stock, inventory, and other related records affecting financial matters, except such records as the Board of Directors may designate an accountant to maintain; custody or control of all funds; examination and approval of all disbursement of funds; establishment and maintenance of banking arrangements; promulgation of a Board-approved spending limit for the manager, execution of credit and other financial policies; and performance of such other duties the Board of Directors may delegate.
- d. The Secretary shall be the official custodian of all current and archival records of the association, except current year financial records; prepare and maintain official minutes of all meetings of membership, Board of Directors, and Executive Sessions; maintain a file of the minutes of all standing and special committees; prepare and maintain accurate membership rolls; issue and validate all membership cards; attest and affix the association seal to legal or other documents as required; issue notices of meetings; and perform such other duties as the Board of Directors may delegate.

## **SECTION 12 – At Large Directors**

In addition to the aforementioned Officers, the Board may also consist of At Large directors. At Large Directors serve as voting members of the Board



consistent with the size of the Board stated in Section 10 of these bylaws. The duties of the At Large members may be determined by simple majority vote of all voting board members. .

### **SECTION 13 - Membership Meetings**

The attendance of the Chairperson or Vice-Chairperson of the Board of Directors, as well as a minimum number of additional board members to establish a quorum, is required to validate any association meeting. Any gathering of a number of directors, official or otherwise, that establishes a quorum will be considered an official association meeting. All meetings and business will be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised (RRONR).

#### **(A) General Membership Meetings**

The association shall hold its general membership meeting during the month of September of each year to provide information to all members regarding the state of the association. The Board of Directors shall designate the date, place, agenda, and means for notification of the members. Notification of arrangements and proposed agenda shall be given at least ten (10) business days in advance of the meeting.

The agenda shall include: comprehensive reports of the association's operations and financial condition to include an annual budget and periodic review of the same; committee reports (if any); elections to fill expiring terms and vacancies on the Board of Directors; items of business as determined by the Board of Directors; and items of business as presented by a member or members from the floor which are germane to a purpose or function of the association.

In an open session, all categories of members shall be privileged to present their views for discussion at general membership meetings. Each member present at the meeting shall be permitted to express his/her views on each subject. However, the Board of Directors may adopt a time limit for the open session and for each member.

#### **(B) Full Member Meetings**

In conjunction with the annual General Member Meeting in September, the association shall hold its Full Member meeting during the month of September of each year. Notification of any agenda items the Board will share with the Full Members shall be given to the Full Membership at least ten (10) business days in advance of the meeting.

Thirty (30) percent of all Full Members eligible to vote shall constitute a quorum for elections (to include elections conducted virtually) or for any agenda items requiring a vote at Full Member meetings. Voting may be conducted at the meeting, by e-mail ballot, secured ballot box or a combination thereof. Actions shall require a majority of the votes cast. Full Member meetings also may be conducted to amend the bylaws or dissolve the association. Actions to dissolve the association shall require a majority of all members qualified to vote.

(C) Regularly Scheduled Board Meetings

The Board of Directors will hold regularly scheduled meetings to discuss and conduct association business. Notification of arrangements and proposed agenda shall be given to the membership at least ten (10) business days in advance of the meeting. The Chairperson or Acting Chairperson may declare an open session wherein all categories of members shall be allowed to present written information submissions from the floor and to discuss issues to be presented at the regularly scheduled Board meetings. Each member present at the meeting shall be permitted to express his/her views on each subject during the open session. However, the Board of Directors may adopt a time limit for the open session and for each member.

(D) Special Membership Meetings

Special Membership Meetings may be called by the Chairperson or Acting Chairperson of the Board of Directors at the request of a majority of the Board, or upon petition of twenty (20) percent of the Full Members. Notice of such meetings shall be given to the Full Members at least fourteen (14) days but no more than thirty (30) business days prior to the meeting and shall specify the issues to be

discussed. No official action shall be taken at Special Membership Meetings.

(E) Executive Session of the Board

By general consent or by majority vote of the Board members, the Chairperson may call for an Executive Session of the Board of Directors, during any Board meeting or otherwise, for the discussion of personnel or other sensitive matters. Only Board members (including the Principal Officer's designee and Community Liaison Office Coordinator) may participate in an Executive Session. The minutes, or record of proceedings of an executive session, must be read or acted upon only in executive session, and no official action is to be taken while in executive session. The secrecy of the minutes of the executive session may only be lifted by a majority vote of the Board, either in person or by e-mail, and applies only to the resulting consensus, not that which was said by the members in debate. Official actions resulting from the executive session debate must be taken in open session.

(F) Informational Meetings

In addition to membership meetings, the Board of Directors is hereby authorized to call for informational meetings of the Full members to obtain advice on association matters for Board discussion. No official action shall be taken at Informational Meetings.

**E-mail Voting:** The Board has the option to call for an e-mail vote on issues pertinent to the voting membership to include elections and amendments to the association bylaws and charter. All members eligible to vote (6 FAM 539) may vote by e-mail ballot. The Board Secretary will handle all administrative concerns of e-mail voting including, but not limited to, providing the members with the appropriate background materials on the issue pending and the requisite ballot form (via e-mail).

Votes cast by e-mail must be sent to an association e-mail address specifically designated for that purpose, during the period designated by the Board of Directors. All e-mail ballots must be returned to the Secretary or designated person within ten (10) working days of the date delivered in order to be counted. All members who do not return said ballots within the stated time

period shall be deemed to have chosen not to vote. Under such circumstances, the vote of said members shall be listed for calculation purposes as an abstention.

If there are not enough e-mail ballots submitted to establish a quorum, no action on the issue in question shall be taken until a new vote by ballot or e-mail is completed which satisfies the quorum requirement established by these bylaws, or until a formal meeting and vote is held on the issue in question.

In accordance with RRONR, all votes cast must be verified against the current official roll of voting members to preclude duplication of votes cast and ensure the validity of each vote. Documentation of such verification must be retained for a period of at least three (3) years.

#### **SECTION 14 - Grants**

In furtherance of the purposes expressed in Section 3 of these Bylaws, the Board of Directors may authorize the disbursement of association funds for non-reimbursable grants to American or other charitable or non-profit institutions when authorized by a majority vote of the Board of Directors present and voting.

#### **SECTION 15 - Accounting and Auditing**

The Board of Directors shall designate a fully competent Accountant who, under the general direction of the Treasurer and direct supervision of the general manager, shall be responsible for maintaining a complete and accurate system of accounts, as approved by the Board of Directors and shall prepare therefrom and submit to the Chairperson, Treasurer, and General Manager, timely reports on association operations or activities as specified and approved by the Board of Directors.

The Board of Directors shall designate a fully competent public accountant or firm to perform an annual audit of the financial and related records of the association and submit to the Board of Directors a certified report, which shall reflect the true financial condition of the association and contain pertinent recommendations. All records of the association shall be available for audit or inspection by the accredited auditors or inspectors designated by the Department of State.

## **SECTION 16 - Regulation**

The following provisions are included for the regulation and conduct of the affairs of the association and it is expressly provided that these provisions are intended to be in furtherance and not in limitation or exclusions of the powers conferred by these Bylaws;

- (A) The Board of Directors may appoint from time to time such committees as in their discretion shall be desirable for the furtherance of the objectives and the purposes of the association, and may delegate to such committee or committees such powers, as, at the discretion of the Board of Directors, are necessary and desirable;
- (B) The Board of Directors may engage a Manager or Managers, by contract, to direct and manage operations of the association and delegate clearly defined powers and authority as, at the discretion of the Board of Directors, are necessary and desirable;
- (C) The Board of Directors shall provide for the adequate bonding of all persons entrusted with cash or readily convertible assets of the association;
- (D) No member, officer, trustee, or employee of the association shall receive emolument or profit from the services to the association;
- (E) The Board of Directors shall obtain the approval of the Principal Officer before establishing or making significant alterations in facilities or services, to ensure full compliance with official policies and local laws;
- (F) The duties and responsibilities of each Officer and the requirements or conditions for each class of membership shall be fixed by these bylaws;
- (G) In addition to the powers and authorities heretofore or by statute specifically conferred upon them, the Board of Directors may exercise all such powers and do all such things as may be exercised or done by the association.

## **SECTION 17 - Amendments to Bylaws**

The Bylaws of the association may be amended by a quorum of all Full Members eligible to vote, provided that:

- (A) Written notice of the purpose of the amendment shall be given to the membership ten (10) days prior to the meeting by special notice or inclusion in the regular notice of the meeting;
- (B) Amendments may be proposed by a majority of the Board of Directors or by a petition of twenty (20) percent of those Full Members eligible to vote and shall be presented to the Secretary of the association not less than fifteen (15) business days prior to the scheduled meeting;
- (C) No amendment may deprive a member of a deposit previously made;
- (D) An amendment shall be in force upon approval by the membership and final review and approval of the Office of Commissary and Recreation Affairs;
- (E) These bylaws amend and replace in their entirety the previously existing bylaws of the employee association.

## **SECTION 18 - Trusteeship**

In order to assure the orderly management of assets and obligations in the event of dissolution or temporary closing due to reduction or closing of post operations, or if for other reasons personnel are not available at post to act on behalf of the members as authorized pursuant to the association's charter and bylaws, the Principal Officer, in cooperation with the Office of Commissary and Recreation Affairs, is hereby delegated authority to act as trustee on behalf of the association. In the event the Principal Officer cannot act at post as otherwise authorized by this paragraph, the Executive Director of the Bureau of European and Eurasian Affairs is hereby authorized to act as trustee on behalf of the association, in coordination with the Office of Commissary and Recreation Affairs (6 FAM 551.1).

## **SECTION 19 - Dissolution of the Association**

If the association is at any time dissolved, either with or without judicial proceedings, the assets remaining after the payment of its legal debts and obligations including payments to the Central Commissary and Recreation Fund, shall be sold or otherwise disposed of and the proceeds used to refund contributions or deposits made by the association members, providing that sufficient funds are available to reimburse all contributing members, and any and all funds thereafter remaining shall be reported to the Department of State. These assets shall be transferred to the Central Commissary and Recreation Fund to be held in trust for a period of at least ten years for the reestablishment of an employee association at post (6 FAM 558).

**SECTION 20 - Adoption of Bylaws**

We the undersigned, being each members of the Board of Directors herein described, for the purpose of founding an association to carry on the activities stated above, as authorized by the Secretary of State pursuant to 6 FAM 500, do make and file these Bylaws, hereby declaring and certifying that the facts herein stated are true; and accordingly, have hereunto set our hands and seals this day of \_\_\_\_\_ in the year 2021.

  
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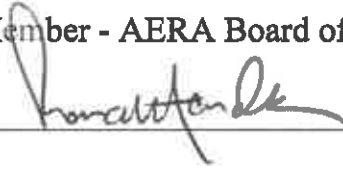
Chairperson - AERA Board of Directors

7/14/2021  
Date

  
\_\_\_\_\_

Member - AERA Board of Directors

7/7/2021  
Date

  
\_\_\_\_\_

Member - AERA Board of Directors

7/22/2021  
Date

Approved by:

  
\_\_\_\_\_

Office of Commissary and Recreation Affairs

8/11/2021  
Date