



CONSTITUTION

ARTICLE I – NAME

Section 1. The name of this organization shall be Pacific Okinawa Players, herein after referred to as POPs.

ARTICLE II – AUTHORITY & PURPOSE

Section 1. Upon the approval of the Commanding General, Marine Corps Base, Camp Smedley D. Butler, this Constitution is hereby established.

Section 2. The purpose of POPs is to promote theatre arts, to develop personal skills and knowledge in theatre, to disseminate information about theatre arts and to provide the community with quality theatrical entertainment. The organization will provide equal opportunity and treatment for all members and prospective members regardless of their race, color, religion, gender, disability, age, or national origin.

ARTICLE III – BYLAWS AND OTHER REGULATIONS

Section 1. Bylaws shall be formulated and upon approval of the Commanding General, Marine Corps Base, Camp Smedley D. Butler shall have the same force and effect as if published as part of the Constitution.

Section 2. POPs shall comply with all DoD; Marine Corps; Marine Corps Bases, Japan; Marine Corps Base, Camp Smedley D Butler Orders, Directive and Instructions pertaining to the operation of independent private organizations.

Section 3. POPs acknowledges that it is not a government instrumentality and therefore is not entitled to immunities and privileges afforded government agencies, and is responsible for taxes and insurance as required by law.

Section 4. The Pacific Okinawa Players operates on MCB Camp S.D. Butler, Torii Station, or Kadena Air Force Base with the consent of the installation commander. Operation is contingent upon compliance with the requirements and conditions of all applicable Marine Corps, Army and

ARTICLE IV – MEMBERSHIP

Section 1. Membership in this association will be voluntary. POPs is open to all military and civilians under SOFA status on Okinawa.

a. Active- The privilege of active membership will be extended to all active duty military personnel of the United States Armed Forces assigned or attached in a permanent or temporary duty status in Okinawa, Japan and to all civilians employed by the Department of Defense on Okinawa and to bona fide dependents of the foregoing 16 years of age or older. An active member shall be eligible to hold office and to vote on any and all matters. Active members shall be entitled to the full use of all services, facilities and privileges offered by this association.

a.b. The organization shall reserve the right, nevertheless, to deny an application for membership to any individual if such membership would bring discredit upon this association. Denial of a membership application shall be for cause only and passed upon by a quorum of the Board of Directors..

b. Associate- Associate membership, upon approval of the Board of Directors, will be extended to all retired military personnel and to all civilian personnel employed at, working on or receiving support from MCB Camp S.D. Butler, Torii Station, or Kadena Air Base (whether or not employed by the United States) not otherwise eligible for active membership and to their bona fide dependents, 16 years of age or older. Associate membership will not be granted to anyone eligible for active membership. An associate member shall have the same rights and privileges as active members.

c. Junior- Junior membership, upon approval of the President, will be extended to all persons under the age of 16, who are bona fide dependents of persons eligible for active or associate membership. Junior members shall have the same privileges as active members with the exception of voting and the right to hold office.

d. Honorary- The President may grant honorary membership to any person not otherwise eligible for any other class of membership, who is in some manner connected with the Department of Defense of the United States. And whose membership will, in the opinion of the president, benefit the association. Honorary membership must be requested in writing and renewed annually. Honorary members shall not be required to pay dues, but shall have the same privileges as active members with the exception of voting and the right to hold office.

e. For purposes of this article, any child receiving support from and residing in the household of a sponsor shall be considered a bona fide dependent.

Section 2. POPs fully support the US Marine Corps', Army's, Air Force's, MCB Camp S.D. Butler's, Torii Station's, and Kadena Air Base's policies on equal opportunity and will not discriminate on the basis of race, color, religion, national origin, marital status or gender, nor will POPs associate with people or organizations that do. All activities that POPs conducts will not prejudice or discredit either the US military services or any other agency or official of the US government. POPs agrees that it will neither propagate extremist activities, nor advocate violence against others, or the violent overthrow of the US government. POPs will not seek to deprive any individual of their civil rights.

Section 3. Membership shall not be limited or prohibited in regards to experience in the performing arts.

Section 4. Any member who is in arrears of any money due to POPs is not considered to be in "good standing" and is subject to suspension.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers for POPs, elected from the categories of membership, shall be President, Vice President, Treasurer, Recording Secretary, Membership Secretary, Artistic Director, Technical Director, Publicist, and Historian. This group of officers shall be designated the Board of Directors. The Ombudsman, who will be a non-Board elected officer, may also be elected from the Active and Associate Membership.

Section 2. The Board of Directors shall have the authority to act on any and all matters concerning POPs excepting those requiring approval of the commanding General, Marine Corps Base, Camp Smedley D. Butler or a vote of the membership or as specifically provided for by the bylaws. Expenditures of POPs in excess of \$200 must be presented to be voted on by the general membership before the obligation is incurred.

Section 3. Resigning officers will submit their resignation, in writing, to the President of POPs. The resignation of the President will be submitted, in writing, to the Vice President of POPs.

Section 4. Duties of the elected officers are prescribed in the Bylaws.

Section 5. Officers are eligible for re-election to the same office; however, spouses may not serve on the board simultaneously.

ARTICLE VI - VOTING

Section 1. Only members in good standing shall be allowed to vote on any matter requiring a vote, and they shall only be allowed one vote. There will be no voting by proxy.

Section 2. Election of officers will be held once a year at the general meeting in May. Nominations from the floor shall be invited prior to the election of office. Voting will be by secret ballot and a plurality of the votes cast shall be sufficient to elect.

Section 3. Special elections will be held at a time and place designated by the President. The President will call for nominations from the general membership. The membership will elect one member for each vacancy.

Section 4. With the exception of voting for member expulsion, all matters proposed at a meeting of the Board of Directors shall require a simple majority to be passed.

Section 5. The President will not vote at meetings of the general membership, except when necessary to break a tie vote on an issue, which may be decided by a majority in accordance with this Constitution. In such a case the vote of the President will decide the issue.

Section 6. Officers shall be elected to serve a term of 12 months commencing on June 1st of each year.

ARTICLE VII – VACANCIES IN OFFICE

Section 1. Should the office of President become vacant, the Vice-President shall assume the duties of the President. If less than three months remain on the current term of office, the Vice President will retain

by the Treasurer. A member assuming the duties of President under this section does not become President, although he/she may sign correspondence and other documents using the title, "Acting President". The Vice-President, upon assuming the duties of the President, shall retain the original title as Vice-President.

Section 2. Should a vacancy occur in any office other than that of President, the Board will schedule a special meeting of the Board of Directors to vote in a successor to fill the vacant office. If less than three months remain on the unexpired term of office, the successor will retain the office until the next general election. Otherwise, a special election will be held to fill the vacated office. If a permanent officer is not elected within 60 days after the vacancy occurs, the temporary officer appointed by the Board of Directors shall automatically become permanent for the remainder of the expired term.

Section 3. All members of the Board of Directors serve at the behest of the general membership. The general membership, when dissatisfied with a member of the Board of Directors, may recall or terminate this officer's term of office. A recall shall be conducted at a general or special meeting and will become effective upon a two-thirds vote of the members present. Once an officer has been recalled, a special election will be held at the next general meeting to replace the recalled member. The Board of Directors will vote in a temporary replacement until the general meeting to replace the recalled member. In the case of a recall of the President, the Vice President will assume the responsibilities of the President and the special election will be for a new Vice-President. In the case of a recall of the Recording Secretary, Membership Secretary, or Treasurer, the Vice-President will assume the duties of the recalled officer until a new officer is elected. In the event of a recall of the Vice-President, the Recording Secretary will assume the duties of the Vice-President until the election of a new Vice-President. The recalled officer may not be nominated and elected again until the next yearly nominations and elections in April and May.

ARTICLE VIII – QUORUMS AND MEETINGS

Section 1. The Board of Directors shall meet at least quarterly or at the call of the President. The quorum for all Board of Directors meetings shall be at least majority present of the Board. The Board members will exercise their powers through a simple majority vote.

Section 2. A general membership meeting will be held on the first Monday of each month. A simple majority vote of those members present and voting at the meeting will prevail on all issues brought to a vote with the exception that Constitutional amendments shall be affected as prescribed in the Constitution, Article XI.

Section 3. Upon written request of at least ten percent of the voting membership of POPs, the President shall be required to call a special membership meeting. The President may call a special membership meeting at his/her own discretion.

Section 4. All members shall be notified, if possible, of the time, place, and subject matter of the special membership meeting and only that business for which the meeting is called shall be transacted.

Section 5. Robert's Rules of Order will govern all procedural matters pertaining to the conduct of the meetings.

ARTICLE IX – FINANCE

Section 2. POPs is not an instrumentality of the U.S. Government and shall be self-sustaining, non-Federal entity. Its income will be attained primarily through dues, contributions, production admission fees, and special assessment to the members. There will be no direct financial assistance to this organization from NAPI in the form of contributions, dividends, donation of monies or other assets except for logistical support as outlined in applicable Marine Corps, Army and Air Force regulations.

Section 3. POPs will not engage in any resale activities unless specific authorization is granted from the commander of the installation on which such activity is held.

Section 4. No income will accrue to individual members of this organization except through wages and salaries of POPs employees or other payment for services rendered.

Section 5. POPs is authorized to request permission to conduct fundraisers held on, or advertised on Marine Corps Base Camp Butler, Torii Station, and Kadena Air Base, when such activities are approved at a Regular or Special Meeting. The commander of the hosting base will review and approve, or disapprove, all requests for fund-raisers that are to be held on, or advertised on, that base.

Section 6. Sale of Alcoholic Beverages. POPs is not permitted to sell any alcoholic beverages at any time. This includes the sale of beer, wine, wine coolers, and alcoholic beverages of any type.

Section 7. POPs is authorized to open a non-interest bearing, commercial savings and/or checking account at a commercial financial institution (bank or credit union). The Treasurer shall establish a checking account in the name of the organization. Under no circumstances shall organization funds be commingled with personal funds of individual members of the Pacific Okinawa Players.

Section 8. All checks over \$200 shall require two signatures of the assigned names on the account.

Section 9. (For private organizations with a gross income exceeding \$5,000.00), the Treasurer will prepare financial statements quarterly and forward them to 18CSW/SSXA, Marine Corps Base Camp Butler MCCS and Torii station. The report shall include:

- a. Income, expenses, net profit.
- b. Simplified balance sheet including:
 1. Assets: Cash in bank and accounts receivable.
 2. Liabilities: Accounts payable and equity.
 3. Inventory of stock on hand.

ARTICLE X– INSURANCE AND LIABLITLY

Section 1. Adequate and proper insurance shall be carried at all times to protect the membership from liability. Members understand they are personally liable, as provided by law, if the assets of the non-Federal entity are insufficient to discharge all liabilities.

ARTICLE XI – DISSOLUTION

Section 1. Dissolution of POPs shall be upon the initiative of the membership or a decision by the Commanding General, Camp Smedley D. Butler to withdraw local authorization to operate aboard the Base. Dissolution upon initiative of the membership requires agreement of three-fourths (3/4) of the general membership at a special meeting called by the President to consider dissolution. POPs will

Section 2. Upon the liquidation of all indebtedness, residual assets will be disposed of as directed by the Board of Directors. Residual assets abandoned or donated to the **POPs** are to be divided equally among the service organizations of MCB Camp Butler, Torii Station and Kadena Air Base under the terms of the appropriate regulations. Neither appropriated fund activities, nor NAFIs may claim the assets, or make or assume any obligations for **POPs** that may come from a contract between them.

Section 3. Upon disestablishment, the incumbent senior official shall notify the Commanding General, Marine Corps Base, Camp Smedley D. Butler via the Assistant Chief of Staff, MCCA, or impending action with certification that all indebtedness has been liquidated and residual assets disposed of. If upon dissolution, liabilities exceed assets, then the excess of liabilities over assets shall be paid by the membership. For the purpose of this article, a member is defined as one whose name is carried on the role of the active and associate members as of the date of notification. The membership is liable for organizational debts in the event the organization assets are insufficient to discharge liabilities. Distribution of residual funds and other assets must not accrue to the benefit of any individual member of the membership as a whole.

ARTICLE XII – AMENDMENTS OR CHANGES

Section 1. This Constitution shall become effective upon adoption by an affirmative vote of three-fourths of the members present at any regular or special meeting at which a quorum is present, providing it is thereafter found to be legally sufficient and approved by the MCB Camp S.D. Butler, Torii Station, and Kadena Air Base Commanders.

Section 2. This Constitution may be amended or altered in accordance with the following procedures:

- a. Any member of POPs may propose changes to POPs' Constitution and Bylaws.
- b. A proposed amendment must be in writing, signed by at least three active members and presented to the Board of Directors.
- c. The Membership Secretary will notify the active members of the substance of the proposed amendment in writing.
- d. Such notice will inform the members that the amendment will be voted on at the next general meeting, provided the meeting is held not less than ten days after the date of notice.
- e. An affirmative vote of three-quarters of the present membership at any general or special meeting at which a quorum is present will be required for the adoption of any amendment. Any amendment to the Constitution or Bylaws will be subject to a final review by an installation commander.