

# Shaw Spouses' Club (SSC) By-Laws

## ARTICLE I Purpose

1.1 The purpose of these By-Laws is to establish instructions for the operation and conduct of the Shaw Spouses' Club (SSC), Shaw AFB, South Carolina, as administered by the Governing Board (GB).

## ARTICLE II Membership

- 2.1 Active Member is a spouse of a reserve, guard or active duty US Armed Forces member.
- 2.2 Associate Member includes: spouse; former spouse with valid DoD card; resident adult dependent; widow or widower of an Active Duty, Retired, MIA or POW of a US Armed Forces Member or the spouse of a Civil Service employee eligible for Carolina Skies Club membership. (Ref: Former Spouse Protection Act, FSPA)
- 2.3 Honorary Membership is a one year renewable appointment approved by the Executive Board.
- 2.4 Membership is voluntary; the SSC does not discriminate based on age, race, religion, color, national origin, disability, ethnic group or gender. (Ref AFI34-223 10.2)
- 2.5 Member in good standing is defined by the SSC as a member who has paid required dues. (Ref Article 3, 4 and Section 5.2)

## ARTICLE III Membership Privileges & Restrictions

- 3.1 Active members shall pay dues, may hold office, attend events and meetings, including 'members only' events, support Ways & Means, file grievances and vote. (Ref Article V and XI)
- 3.2 Associate members shall retain all Active Member rights except hold an elected position.
- 3.3 Honorary members may attend SSC events, are eligible to win prizes and support Ways & Means but shall not pay dues, hold neither appointed nor elected office, vote nor file grievance.
- 3.4 Guest, as defined by the SSC, is a person accompanying an SSC member to an event. (Ex. Visiting family or friend)
- 3.5 Guests shall pay event fees and may participate in Ways & Means activities but are not eligible for Active nor Associate member privileges; guests may attend no more than one event per dues year. (Ref Section 3.1 and 4.1)
- 3.6 Members shall be financially responsible for their guests.
- 3.7 Membership privileges become effective upon receipt of a completed registration form by the Membership Chair. (Ref Section 4.1)

## **ARTICLE IV Dues**

- 4.1 Members shall pay non-refundable dues, September thru May (Dues Year), with prorated amount beginning in January, by cash or check within 30 days of application to the Membership Chair.
- 4.2 Dues will be reviewed annually by the GB and posted for member view no later than August.

## **ARTICLE V Resignation, Termination and Grievances**

- 5.1 Membership resignation requires written notice to the Membership Chair, effective on receipt and is eligible for reinstatement with GB approval.
- 5.2 The GB may terminate membership, in writing, for conduct bringing discredit upon the SSC, including non-payment of dues and willful violation of governance, thereby prohibiting attendance as a member or guest at SSC events and/or special activities.
- 5.3 Termination may be appealed by written grievance submitted to the Member at Large and upon GB approval may be presented for General Membership vote at the next scheduled meeting; terminations will be sustained by 2/3 vote. (Ref Article XI)
- 5.4 Grievances may be submitted, in writing, to the SSC Member at Large.

## **ARTICLE VI Governance**

- 6.1 The SSC will maintain compliance with its Constitution, By-Laws and Policies, Shaw AFB, USAF, State and Federal regulations, to include: AFI34-223, Private Organizations (PO) Programs; AFSVA Private Organizations Guide; Internal Revenue Service Tax Code as applies to a 501(c)(3), Non-Profit Organization; Robert's Rules of Order, revised.
- 6.2 The Constitution and By-Laws Committee will conduct biennial reviews and submit to the GB, SSC General Membership and the 20<sup>th</sup> Wing Commander or designee for approval. (Ref Article XI)
- 6.3 Constitution and By-Laws interim amendment(s) require General Membership approval and a Memo for Record submitted to the 20<sup>th</sup> FSS Private Organization Representative. (Ref Article XI)

## **ARTICLE VII Nominations, Elections, & Appointments**

- 7.1 The Nominating Committee will announce its slate of qualified nominees and accept floor nominations for the Executive Board at the March General Membership meeting.
- 7.2 The Parliamentarian, assisted by the Nominating Committee will conduct Executive Board elections at the April General Membership meeting and provide immediate result notification
- 7.3 Appointments to the GB are made by the President.
- 7.4 Term vacancy of Elected Officers will be filled in order of succession or by appointment of the President if no successor available.

## **ARTICLE VIII Governing Board (GB)**

8.1 The GB shall serve as the SSC administrators, either elected as 'Officers' or appointed to a 'Chair' and will: accept a one year term beginning 1 June unless otherwise noted; not exceed two consecutive terms without Executive Board approval; retain membership voting rights; chair and/or engage committees as described in SSC governance, position description and board policy & procedures; perform other duties as deemed necessary by the President.

8.2 Ex-Officio members of all Committees, except the Nominating Committee, shall be the President, and, as available, Honorary Adviser(s).

### **Section 8.2 Executive Board**

8.2.1 The Executive Board is the Honorary Adviser(s), Parliamentarian and elected officers.

8.2.2 Day to Day operations of the SSC are managed by the Executive Board.

8.2.3 Honorary Advisers include the 20th Wing Commander and 20th Wing Command Chief spouse(s) and shall not vote nor hold office but may coordinate and advise the President and/or GB regarding protocol, operations, financial compliance, appreciation events and other duties, as needed.

8.2.4 Parliamentarian shall: ensure procedural compliance with SSC governance; conduct official SSC voting; assist with protocol; Chair the Nominating Committee; Chair the Constitution and By-Laws Committee.

8.2.5 President shall: organize, schedule and preside at SSC meetings; ensure appropriate disclosure of all SSC information to the public; facilitates SSC's mission; serve as SSC representative to the base and local community; perform and/or delegate other duties, as needed.

8.2.6 Vice President shall facilitate and assume the duties of vacant positions of all Committees and/or Chairs designated "Charitable" to include: Ways & Means; Scholarship; Auction; Airman Cookie Drive; Charitable Committee.

8.2.7 Secretary shall: maintain document archives for three fiscal years; receive and distribute official SSC mail; maintain the SSC post office box including authorization card updates for the President and Treasurer; reserves and arranges facility for monthly GB meeting; accept and record GB & GM reports and/or minutes; disseminates approved minutes, as requested or required. (Ref AFI34-223)

8.2.8 Treasurer shall: be responsible for deposits; payments; monthly statements and/or reports for the SSC Operational account and Charitable account; ensures SSC financial compliance with governance; maintains 7 year archives (Ref AFI 34-223 and By-Laws Article XIV)

### **Section 8.3 Appointed**

8.3.1 Appointed Positions are filled by the President and may serve concurrently on multiple committees, may request a non-voting Co-Chair and perform duties as defined in job descriptions. (Ref Section 8.1)

8.3.2 Member at Large acts as SSC representative to Shaw AFB official agencies, Carolina Skies Club and community organizations to disseminate and collect relevant information, as requested.

8.3.3 Public Relations shall disseminate all approved SSC information; manage the SSC website & social media; create print/photo history of SSC events.

8.3.4 Membership shall: register new members; maintain current membership applications, roster and Evite list; provide monthly member email list to Parliamentarian; create annual social roster; provide member nametags for GM events; serve on the Budget Committee.

8.3.5 Hospitality provides and presents gifts to new and departing members and may arrange SSC compassionate contributions and/or member correspondence.

8.3.6 Reservations shall collect event fees and report attendance of events to the Socials Chair and event venue representative, as requested or required.

8.3.7 Socials Chair shall submit to the GB an annual calendar of events at the August board meeting; plans, organizes, executes and provides for all aspects of monthly General Membership meetings; may engage Socials Committee, as needed;

8.3.8 Special Activities shall organize, recruit and facilitate special activity groups for the SSC membership, as needed.

8.3.9 Charitable researches and facilitates fund requests and chairs the Charitable Committee.

8.3.10 Ways and Means shall organize and conduct operational fundraising to include obtaining FSS approval, county licensing, monthly General Membership meetings & SSC logo inventory.

## **Section 8.4 Standing Committees**

8.4.1 Standing Committee Chairs are filled by Presidential appointment for a fixed time, may serve concurrently on multiple committees, may request a non-voting Co-Chair and perform duties as defined in job descriptions

8.4.2 Ways & Means Committee members, including Ways & Means as Chair, Treasurer and members of the General Membership shall facilitate non-charitable fundraising. (Ref Article XIV)

8.4.3 Charitable Committee members, including Charitable Chairperson as Chair, Vice President, Treasurer and may include members of the General Membership shall facilitate charitable requests to the SSC.

8.4.1 Auction Committee members including Chairperson, Vice President, Treasurer, Public Relations, Charitable Chair and members of the General Membership shall organize and facilitate the SSC fundraising auction in coordination with the Governing Board as described in the position description.

## **Section 8.5 Special Committees**

8.5.1 Special Committee Chair is a temporary nonvoting position appointed by the President to complete a specific project to include: Scholarship; Auction; Airmen Cookie Drive; Constitution and By-Laws; Budget; Decorating. (Ref Section 8.1)

8.5.2 Scholarship Committee members, including Chairperson, Vice President and members of the General Membership with manage the SSC scholarship program in coordination with the Governing Board as described in the position description.

8.5.3 Airman Cookie Drive members including Chairperson, Vice President, Charitable Chair and members of the General Membership shall manage annual event supporting Shaw AFB personnel in coordination with the Governing Board and local community as described in the position description.

8.5.4 Constitution and By-Laws Committee including Parliamentarian as Chair, up to two members of the GB and a member of the General Membership shall revise and/or conduct biennial review of governance to include: SSC Constitution, By-Laws and job descriptions, as needed or required.

8.5.5 Decorating Committee members including Chairperson, Socials Chair and members of the General Membership may convene to assist the Carolina Skies Club in Holiday and/or special occasion decorating.

8.5.6 Nominating Committee members including Parliamentarian as Chair, Membership Chair and up to two members of the General Membership shall begin in January to slate qualified nominees for the April Officer Elections.

8.5.7 Budget Committee members, including Treasurer as Chair and members of the General Membership will convene in July to create an annual budget for the Charitable and Operational accounts. (Ref Article XIV and AFI 34-223 Article 10.6)

8.5.8 Removal of a GB member requires Executive Board approval and written notification to the 20 FSS CC and may occur as a result of, but not limited to: failure to discharge duties of office; illegal activity; misuse of SSC funds; more than three unexcused absences from monthly GB meeting.

## **ARTICLE IX Meetings**

9.1 SSC General Membership meetings will be held monthly, August through May and may be canceled by the President due to extenuating circumstances.

9.2 GB meeting attendance by a general member, other than those holding a GB position, guest, speaker and/or additions of agenda item(s) requires written request submitted to the President not less than 72 hours prior to the meeting.

9.3 The President may ensure confidentiality by designating a meeting as *Executive Session*, thereby prohibiting any disclosure of subject matter, discussion and/or statement(s) to anyone other than attendees. (Ref Section 10.3)

9.4 The President, with GB approval, may designate an SSC General Membership meeting as *Members Only*, thereby prohibiting guest attendance. (Ref Article 3)

9.5 Attendance at GB and General Membership meetings is required of GB members and will not exceed three unexcused absences.

## **ARTICLE X Minutes**

10.1 Minutes from SSC meetings will be approved by the GB, endorsed by the President, archived by the Secretary and sent to the 20FSS CC, as requested or required. (Ref AFI 34-223 )

10.2 Minutes will be taken at all meetings, may be voiced recorded to ensure accuracy and will reflect the attendees actions, according to Robert's Rules, revised, current edition. (Ref Robert's Rules, Revised, Article 10)

10.3 Executive Session minutes will be kept separate from other SSC minutes and will not be available for review except by the meeting attendees. (Roberts Rules, Revised, Article 10)

10.4 Approved minutes, excluding attachments, will be available to members upon request.

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## ARTICLE XI Voting

- 11.1 Active and Associate members may vote upon payment of dues.
- 11.2 The Parliamentarian shall conduct and certify results of SSC voting using standard methods including: viva voce; consent; ballot; email; phone.
- 11.3 Email voting requires Presidential authorization and will remain open 12 to 72 hours.
- 11.4 Committee Co-Chairs and Special Committee Chairs are not eligible for GB vote.
- 11.5 The President shall not vote as a member of the GB except to break a tie but shall retain voting privileges as a General Member, provided a vote is cast privately to the Parliamentarian prior to full vote.
- 11.6 The Parliamentarian shall not vote as a member of the GB but shall retain voting privileges as a General Member, provided vote is cast by sealed ballot prior to full vote.
- 11.7 Motions put to vote before the General Membership will have prior approval of the GB and will be published for view not less than 7 days prior to vote.
- 11.8 Quorum will be defined for the Governing Board as 2/3 eligible voters. (T1)
- 11.9 All members present will constitute a quorum at General Membership meetings. (T1)
- 11.10 All eligible members with a valid email address will define a quorum for email voting. (T1).
- 11.11 Election ballots will be kept confidential and destroyed within 72 hours of count. (T1)
- 11.12 Individual expenditures of \$500 or more, excluding scholarship awards, requires General Membership approval.
- 11.13 GB and General Membership voting is determined by simple majority of 51% except for the following proposals requiring 2/3 consent: Constitution and By-Laws Amendments; Grievance; Election of Officers; GB member removal; Termination of Membership; Dissolution. (T1)

**Table 1 SSC Quorums and Voting**

SSC Quorums and Voting			
Convening Body	Type of Vote	Quorum	Additional
Governing Board	All Votes (except email)	2/3	No: Advisor; Parli, Co's, Specials  Pres breaks tie
General Membership		All eligible voters present	Prominently display at least 7 days prior to vote  Active & Assoc Members
Email (GB/GM)	Any email vote	All eligible voters with a valid email address	Voting Window= 12 to 72 hours
<b>Motions requiring 2/3 consent (all others require simple majority)</b>	<ul style="list-style-type: none"> <li>• <b>Governance Adoption</b></li> <li>• <b>Governance Amendment</b></li> <li>• <b>Dismissal and/or Reinstatement</b></li> <li>• <b>Elections</b></li> <li>• <b>Dissolution</b></li> </ul>		

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## **ARTICLE XIII Insurance**

12.1 Unless waived by the 20th Wing, the SSC will carry liability insurance for personal injury and/or property damage and will at minimum cover high risk events. (Ref AFI34-223 Article 10.11)

## **ARTICLE XIV Finance**

13.1 The SSC Operational Fund account and Charitable Fund account will comply with IRS regulations as applied to a 501(c)(3), Non Profit Organization and AFI 34-223.

13.2 Operational expenses shall not exceed more than forty percent of the SSC budget.

13.3 The SSC Operational Fund includes proceeds from membership dues and Ways & Means.

13.4 The SSC Charitable Fund includes proceeds from charitable fundraising and donations.

13.5 SSC funds will be deposited in the appropriate account within 48 hours of receipt.

13.6 The Treasurer will submit required reports to the Resource Management Flight Chief (RMFC) within 20 days of fiscal year end accordance with AFI 34-223 Article 10.6/10.7 and DoDI 1000.15.

13.7 Fundraising will be: approved by the 20<sup>th</sup> Wing CC or designee; not exceed two per quarter; not compete with AAFES, Non-Appropriated Funds (NAF), Air Force Assistance Fund drive (AFAF) nor the Combined Federal Campaign (CFC); use uncompensated FSS resources. (AFI 34-223)

13.8 The SSC is not an official base organization or USAF representative and will clearly indicate to donors prior to solicitation and/or receipt of donations. (Ref Bylaws 14.8 & AFI34-223 Article 10.1.2.3)

13.9 The SSC will comply with IRS exemption requirements applied to a 501(c)(3) to include IRS Publication 557, Chapter 3, IRS form 1023 and Department of the Treasury INFO 2003-0014.

13.10 Direct or indirect participation or intervention in, any political campaign on behalf of (or in opposition to) any candidate for elective public office, contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the SSC in favor of or in opposition to any candidate for public office is prohibited. (Ref IRS Publication 557)

13.11 SSC Check Co-Signers include: President; Vice President; Treasurer.

13.12 Gifts to SSC Membership are permitted, as funds allow, including General Membership, Hail and Farewell and in appreciation to the GB, President and Honorary Advisers.

13.13 Budgeted Expense reimbursement requires completed expense form and valid receipt(s) submitted to the Treasurer for approval and payment.

13.14 The SSC President may incur expense(s) up to \$50.00 for emergency purposes without Executive Board Approval.

## **ARTICLE XV Standing Rules**

14.1 All SSC publically released information requires Presidential authorization.

14.2 Childcare may be reimbursed for GB meeting attendees as determined by the Executive Board prior to the September General Membership meeting.

14.3 Direct/indirect sale and/or distribution of member information is prohibited.

14.4 The SSC website is intended to recruit and inform; website posting of member business advertisement and/or sales is prohibited.

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- 14.5 The SSC will not sell or serve alcoholic beverages. (Ref AFI 34-223 Section 10.10)
- 14.6 The SSC prohibits hazing and/or harassment. (Ref AFI 34-223 Section 10.3)
- 14.7 SSC use of DoD or DoD components insignia is prohibited. (Ref AFI 34-223 Section 10.1.1)
- 14.8 The following disclaimer will attach all SSC correspondence “The SSC is a private organization. It is not a part of the Department of Defense or any of its components and it has no governmental status.” (Ref AFI34-223 Section 10.1.2.3)
- 14.9 In accordance with AFI34-223, all members are hereby advised, Membership is jointly and severally liable for financial obligations incurred by the SSC. (Ref AFI 34-223 9.2)

## **ARTICLE XVI Dissolution**

15.1 Dissolution and dispensation of assets require: General Membership approval; written notice to the 20FSS; payment of all debits from the Operational account; donation of historical items to the 20th Wing Historian; dispensation of charitable funds to another charitable organization or final SSC function. (Ref AFI 34-223 12)