

# **Shaw Spouses' Club Constitution 2019**

## **Article I: Name**

The name of this organization shall be the Shaw Spouses' Club, hereinafter referred to as the SSC.

## **Article II: Authority**

This Constitution is the SSC's request to operate as a private organization on Shaw Air Force base with the consent of the Installation Commander or designee. The SSC will operate in accordance with the provisions of AFI 34-223 and all applicable Air Force regulations. There will be no direct financial assistance to the organization from any non-appropriated fund instrumentality (NAFI) in the form of contributions, dividends, or donations of monies or assets. The SSC is a self-sustaining, private organization. It is not a part of the Department of Defense or any of its components and it has no governmental status. Therefore, any claims, judgments, or other financial liabilities incurred by the SSC may ultimately result in the personal financial responsibility by its members.

## **Article III: Purpose**

The SSC is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code. The purpose of the SSC shall be to develop, organize, and sponsor educational, cultural, and social activities. The goal is to collect and disseminate information of interest and value to its members and to foster, protect and preserve the ideals of charity and benevolence, in keeping with the ideals of the United States Armed Forces.

## **Article IV: Membership**

Membership in the SSC is voluntary and shall include three (3) categories: (1) Active, (2) Associate and (3) Honorary as defined by the By-Laws. Eligible members will subscribe to the ideas of the SSC as set forth in the Constitution and By-Laws. Membership is open to all persons regardless of age, (dis)ability, color, ethnic group, gender, national origin, race, or religion. All members must remain in good standing; a member in good standing shall be defined as one whose dues are paid in full and has no outstanding reservation fees.

## **Article V: Administration**

The executive direction and governing power of the SSC shall be vested in the Governing Board with the President responsible for all the aspects of the SSC upon consultation of the Advisory Group. The Governing Board shall be composed of a membership elected Executive Board and the appointed chairpersons of all standing and special committees in accordance with the terms and job descriptions set forth in the Constitution and By-Laws.

## **Article VI: Officers and Governing Body**

The officers of the SSC shall include honorary, elected, and appointed officials, whom shall serve as members of the SSC Governing Board.

- A. The Senior Honorary Advisor is the spouse of the 20FW Commander or their designee. Additional Honorary Advisors may be the spouses of 9<sup>th</sup> Air Force, AFCENT, and ARCENT Commanders and Command Chiefs or their designee. They shall be collectively known as the SSC Advisory Group. They will not have imposed upon them the responsibility of elected office. The degree of participation in the affairs of the SSC will be left to their discretion. The Honorary Advisors are non-voting members of the SSC Board.
- B. The executive power shall be vested in the SSC Executive Board, which consists of the Honorary Advisors, appointed Parliamentarian, and the elected positions of President, Vice-President,

Secretary, and Treasurer. It is the responsibility of the Executive Board to ensure asset accountability, liability satisfaction, and assuring responsible financial and operational management.

- C. Positions to be appointed by the SSC President will be met by Executive Board approval and shall consist of the Parliamentarian and approved Committee Chairpersons. Appointed board positions, with the exception of the Parliamentarian, are voting members of the SSC Governing Board.

## **Article VII: Meetings and Quorum**

### **A. Meetings:**

1. The Governing Board shall meet monthly.
2. The Executive Board shall meet as necessary at the direction of the President and/or Parliamentarian.
3. There shall be a minimum of one scheduled membership function monthly, during the months of September through May.

### **B. Quorum:**

1. Executive Board and Governing Board meetings shall consist of two-thirds (2/3) of the total filled voting positions.
2. General Membership meetings shall consist of members present.
3. Voting by the Governing Board and General Membership shall be conducted in accordance with the By-Laws adhering to majority rule.

## **Article VIII: Parliamentary Procedure**

*Robert's Rules of Order Newly Revised* shall be the Parliamentary Rules in all matters not specified in the SSC's Constitution or By-Laws.

## **Article IX: Elections**

Elections shall be held annually as described in the By-Laws.

## **Article X: Financing**

- A. All members shall be required to pay dues in accordance with the By-Laws.
- B. The SSC Operational Account will be comprised solely of membership dues, ways and means, unsolicited donations, and net proceeds of approved fundraising events.
- C. Expenses of the SSC Operational Account will be for operational expenses, including but not limited to community/professional organizational dues, monthly social expenses, and public relations costs.
- D. The SSC Charitable Account will be comprised solely of unsolicited donations and net proceeds from approved SSC sponsored charitable fundraising activities.
- E. Expenses of the SSC Charitable Account will be for charitable expenses, including but not limited to competitive scholarship awards and any expense incurred fundraising or advertising for said scholarships.
- F. The SSC will ensure all expenditures meet and are reported within guidelines established within AFI 34-223.

## **Article XI: Insurance**

Liability and bonding insurance commensurate with the risk involved shall be obtained by the SSC for its sponsored activities.

## **Article XII: Amendments**

The Constitution and By-Laws Committee shall review the Constitution annually according to AFI 34-223. Proposed amendments to this Constitution will be submitted, in writing, per the procedures outlined in the By-Laws to the Constitution and By-Laws Committee before being submitted to the Governing Board and General

Membership for approval. All SSC approved amendments shall then be submitted to the Installation Commander or designee for their approval.

**Article XIII: Dissolution and Final Disposition of Funds**

Upon dissolution of the SSC, the SSC shall dispose of all funds and property. At that time, the Executive Board shall recommend a time-phased action plan to the General Membership.

- A. Dissolution shall begin after approval of two-thirds (2/3) vote of the Active members present and by the Installation Commander.
- B. Upon dissolution of the SSC, assets will be disposed of in accordance with AFI 34-223. No individual member will benefit monetarily or materially from such disposition. Should disposition become necessary by the SSC, the 20FSS/CC or designee will be notified in writing by the organization.
- C. The SSC operates only at the discretion of the Installation Commander or designee. Should he/she deem that there is just cause, or when the activities of the organization no longer provide positive morale or service to installation personnel, the organization can be dissolved by the 20FW/CC or designee.
- D. Whatever funds are contained in the Operational and Charitable accounts at the time of dissolution will be used to satisfy outstanding debts, liabilities, or obligations. Upon the dissolution of the SSC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

**Article XIV: Adoption**

- A. This Constitution shall become effective upon the majority vote of the members present at a General Membership meeting and subject to the approval by the Installation Commander or appropriate authority.
- B. This Constitution has been reviewed in accordance with AFI 34-223.

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SSC President Date

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SSC Parliamentarian Date

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SSC Advisor Date

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Installation Commander (or designee) Date