

# **SHEPPARD SPOUSES' CLUB CONSTITUTION**

2022-2024

## **ARTICLE I - NAME**

The name of this organization shall be Sheppard Spouses' Club hereafter referred to as SSC.

## **ARTICLE II - PURPOSE**

The purpose of this organization is to function as a social and charitable volunteer organization established to enhance morale, esprit de corps, and cooperation between members. The SSC is organized for charitable and social purposes under section 501(c)(4) of the Internal Revenue Code. The purpose of the SSC shall be to develop, organize and sponsor educational, charitable, and social activities. The goal is to disseminate information of interest and value to its members and to foster, protect and preserve the ideals of charity, benevolence, and good fellowship in keeping with the ideals of the United States Armed Forces.

## **ARTICLE III - AUTHORITY AND LIMITATIONS**

**Section 1. General:** This association is organized as a private organization pursuant to the authority contained in AFI 34-223. This association shall be self-sustaining and is not an instrumentality of the United States Government. No appropriated or non-appropriated funds of the United States or its instrumentalities shall be used to support this association, either directly or indirectly. No act or omission of this association or any of its officers, agents, or employees shall create a debt of liability upon appropriated or non-appropriated funds of the United States or any of its instrumentalities. It is acknowledged that this association can only exist on Sheppard AFB upon written consent of the installation commander or designated representative, whose consent may be withdrawn at any time the installation commander or designated representative determines such withdrawal of consent to be in the best interest of the Air Force. The consent of the installation commander is contingent upon, but not limited to, compliance with the conditions set forth in Section 2.

### **Section 2. Specific Limitations:**

1. This organization will not conduct programs that would prejudice or discredit the interests of the United States Air Force or any other agency of the Federal Government.
2. This organization will not engage in any activity that conflicts or competes with those of any 82 FSS, NAFI, or Army and Air Force Exchange services on an installation
3. This organization will not engage in on or off-base fundraising activities (including bake sales, etc.) unless specific written authorization is obtained from 82 FSS/FSR.
4. This organization will not discriminate against anyone based on age, race, color, religion, disability, ethnic group, gender, or national origin.
5. This organization will comply with all local, state, federal, and foreign laws.
6. When requested by the installation commander or designated representative, this organization will cause an audit of its financial status to be conducted by such person or agencies, as the installation commander shall designate. All books and records of this organization will be made available for such audits,

which will not be conducted more often than once each year unless special circumstances require an additional audit.

7. The installation commander or designated representative may enforce compliance with the above conditions, inquire into the operations of this organization, and withdraw his/her consent for its existence on the installation if he/she deems such action in the best interests of the United States Air Force.

#### **ARTICLE IV - MEETINGS AND VOTING PROCEDURES**

1. All Executive Board, Governing Board, and General Membership meetings and votes shall be held as provided by the Bylaws but in no event shall there be less than one meeting in any three-month period.
2. A quorum at a general membership meeting is the number of members in attendance. A simple majority, fifty-one percent (51%) of valid votes is sufficient to pass a motion.
3. A simple majority, fifty-one percent (51%) of the board members. Absentee votes may be used as designated by the Bylaws.
4. Elections shall be held annually at a business meeting of the general membership as designated by the Bylaws.

#### **ARTICLE V - FINANCES**

The SSC will maintain separate accounts for each of the Operational and Charitable budgets. An additional financial account will be maintained solely for the Thrift Shop Operational Budget managed by the Thrift Shop Board.

##### **Section 1. General:**

The SSC will not engage in fundraising activities unless specific written authorization is obtained from the Installation Commander or designee. The authorized Tax Code numbers shall remain on file with the Executive Board. The administration of the SSC, including its publication, shall be executed at absolutely no cost to the U.S. Government. The SSC will comply with all local, state, and federal laws. The President (or Treasurers) will appoint a certified public accountant to conduct an audit when annual gross revenues are equal or exceed \$250,000; or an accountant to conduct an audit when annual gross revenues are \$100,000 but less than \$250,000. The SSC pays for this service to the CPA. (IAW AFI 34- 223,10.7.3) If gross annual revenues are less than \$100,000, but more than \$5,000, an independent audit or financial review is not required. However, such POs must provide an annual financial statement to FSS/FSR NLT 20 days following the end of the PO's fiscal year. The SSC will not engage in activities that compete with those of any Services Division, NAFI, or Air Force Exchange operation on any installation, except as provided in AFI 34-223. The SSC will comply with Air Force regulations governing giving and receiving gifts. The SSC is subject to such restrictions, laws, taxes, licenses, and ordinances that may be imposed on it by local, state, and federal jurisdictions. All members, with the exception of those members of incorporated clubs, should be advised that financial liability incurred by the SSC might result in individual personal financial responsibility if the organization fails to discharge obligations.

##### **Section 2. Operational Financial Governance:**

The funds for the Operational account will come from membership dues, ways and means, a percentage of the Thrift Shop profit as designated in the Thrift Shop SOPs, and net proceeds from SSC-sponsored fund-raising events. This budget shall be utilized for SSC

operational expenses.

### **Section 3. Charitable Financial Governance:**

The Charitable budget will contain funds raised and spent in accordance with Section 501(c)(4) of the IRS Code. The funds for the Charitable account will come from the net proceeds of activities to include a percentage of the Thrift Shop profit as designated in the Thrift Shop SOPs, net proceeds from Hangar Holiday, monies donated by the SSC Operational Fund, and other designated fundraisers in accordance with the tax status of this fund. This budget shall be used for scholarships/grants and to promote charitable activities and outreaches which benefit the local community and Team Sheppard families and Airmen. Operational budget and Charitable fund-raising activities must be approved by the Governing Board, authorized by the installation commander or a designee, and permitted by Air Force Instruction and state law.

### **Section 4. Hangar Holiday Financial Governance:**

The Hangar Holiday account will be used to pay all expenses related to Hangar Holiday. The Hangar Holiday account will be managed by the Hangar Holiday Treasurer who will be appointed by the Hangar Holiday Director and separate from the SSC Governing Board. The profits from the previous year's show will get moved annually on June 1st to the Charitable account.

### **Section 5. The Thrift Shop Financial Governance:**

The Thrift Shop account will be used to pay all expenses related to the Thrift Shop unless the amount needed exceeds the available balance. Transfer of money from the Charitable budget may be authorized by charitable grant upon Executive Board approval. Signatories will be at least 3 members of the Executive Board which may include the President, Operational and Charitable Vice Presidents, Operational and Charitable Treasurer, and a Thrift Shop representative as deemed necessary by the Executive Board.

### **Section 6. Budget:**

1. The Budget Committee will consist of the Executive Board and be chaired by the Treasurers. At least one member of the Advisory Group shall be invited to all budget meetings.
2. A proposed budget for the following board year for each fund will be prepared by the Budget Committee and incoming Executive Board in April and approved by the Executive Board to be presented to the Governing board members in May.
3. Upon approval by the Governing board, the budgets will be emailed and posted for a minimum 72 hours and presented to the general membership to be approved at the May General Membership Meeting in person.
4. A Budget Review meeting will be held and revisions presented to the Governing Board as early as June no later than February. If deemed necessary by the Budget Committee, multiple budget review meetings may be held in a board year.
5. A financial review of the SSC Operational and Charitable funds will be made

in accordance with AFI 34-223 upon completion of the Treasurer's term of office or upon her/his resignation. If the Treasurer's term extends beyond two years, an annual audit will be performed during his/her tenure.

6. Requests for funds from non-budgeted line items in excess of one thousand dollars (\$1,000) will be presented to the Governing Board for review prior to presentation to the General Membership for a vote.
7. All expenditures will be made by check. No checks will be pre-signed.
8. The incoming board may attend May's board meeting to review the budget for continuity.

## **ARTICLE VI- INSURANCE**

The SSC will purchase and maintain liability insurance per AFI 34-223, or obtain an insurance waiver from the 82 TRW/CC. The SSC will obtain liability insurance coverage against personal injury and property damage claims that may arise from the activities of the SSC or its members. If insurance coverage is waived for the club's normal activities, the SSC will obtain insurance for special events commensurate with the risk involved.

SSC Members are aware that they are jointly liable for the obligations of the organization.

## **ARTICLE VII – DISSOLUTION**

In case of dissolution of the organization, funds in the treasury accounts at the time will be used to satisfy any outstanding debts, liabilities, or obligations. The balance of the assets will be disposed of as determined by the current membership. Any assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) 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 a public purpose.

All club funds and property, real and personal, in excess of liabilities shall be disposed of by recommendation of the Executive Board and approval of the general membership in accordance within the meaning of section 501(c)(4) 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 a public purpose.

All applicable Air Force Instructions:

Any such assets not so disposed of shall be donated to a USAF NAFI or to the USAF as determined by the SSC executive board in accordance with AFI 34-201 or AFI 51-601. If assets are not sufficient to satisfy liabilities, the membership may be held liable for the difference thereof. The SSC will notify the 82TRW/CC or a designee of the intent to dissolve.

## **ARTICLE VIII - AMENDMENTS**

The Constitution will be reviewed each board year no later than August 30th. Proposed amendments to the Constitution may be submitted by any member in good standing. To be adopted, the amendment must obtain a majority (51%) vote of the members present and approval of the 82 MSG/CC through the 82 FSS/FSR prior to adoption.

1. The amendment process will consist of the following:
  - a. Any proposed amendment will be submitted in writing by a member, to be considered by the Constitution and Bylaws Review Committee.
  - b. The Review Committee will review the proposed amendment and present it to the

- Governing Board for their approval.
- c. If the proposed amendment is passed by a majority vote of the Governing Board, it will be presented at the next regularly scheduled General Membership meeting. The written amendment will be posted for a minimum of 72 hours.
- d. A quorum of the General Membership present must approve the proposed Amendment.
- e. All amendments approved by the General Membership must meet the approval of the Installation Commander or designee to be adopted.
- f. Once a proposed amendment has been considered and disapproved, it can not be reintroduced for a period of one year.
- g. In the event that any provision of the Bylaws will be deemed illegal or contrary to any Air Force directive, such portion will be deemed changed administratively to conform to the same directive.

**ARTICLE IX - ADOPTION**

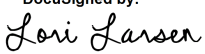
This Constitution shall become effective upon adoption by a vote of a simple majority (51%) of the voting members present at a General Membership Meeting, subject to the approval of the Installation Commander, or appropriate authority.

**CERTIFICATION OF CONSTITUTION**

These Bylaws were approved by a majority vote of the SSC Governing Board and General Membership.

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Tiffany Baker, President, Sheppard Spouses' Club                      Date

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 \_\_\_\_\_ 10/25/2023  
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Lori Larsen, Parliamentarian, Sheppard Spouses' Club                      Date

*This is a private organization. It is not part of the Department of Defense or any of its components and has no governmental status.*



complies with the provisions of AFI 34-223.

Recommend Approval      Disapproval

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Staff Judge Advocate

Date

Recommend Approval      Disapproval

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WHITNEY L. NILHAS, CIV, USAF  
Chief, Resource Management Flight, 82 FSS

Date

Recommend Approval      Disapproval

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TYLER J. HEWKO, Lt Col, USAF  
Commander, 82d Force Support Squadron

Date

Approved      Disapproved

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JOHN C. HOLLISTER, Col, USAF  
Commander, 82d Mission Support Group

Date

1 Attachment:

1. Constitution / Bylaws