

# **THE CONSTITUTION OF THE FORT LEAVENWORTH SPOUSES' CLUB**

**Revised February 2020**

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## ARTICLE I – NAME AND AUTHORITY

### Section 1

The name of this association shall be the “Fort Leavenworth Spouses’ Club,” hereinafter referred to as the “FLSC.”

### Section 2

The FLSC exists on Fort Leavenworth at the discretion and written consent of the Installation Commander and will adhere to the guidance on the conduct of Private Organizations pursuant to Army Regulation 210-22, DOD Instruction 1000.15, and all other applicable Army regulations and directives. Furthermore, the FLSC operates as a 501c(7)—according to the Internal Revenue Code (IRC).

All activities and functions of this association shall follow applicable regulations and when required be approved by the Garrison Commander or approving authority.

### Section 3

The business of the FLSC shall be conducted as a Private Organization with no affiliation, sponsorship, or guarantee whatsoever with or by the government of the United States of America or its agencies. No assets or funds of FLSC may be in any case claimed by said government except through lawful contract or due process. Said government shall not incur any obligation of the FLSC.

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**ARTICLE II – MISSION**

The Fort Leavenworth Spouses Club strives to foster strong bonds between military connected spouses and raise funds to support the military community.

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## ARTICLE III – ADMINISTRATION

### Section 1 – General

The FLSC shall be administered in accordance with this approved Constitution and Bylaws and other applicable directives under the supervision of the Governing Board. Programs and activities conducted by the FLSC shall not prejudice or discredit the military service or other agencies of the United States Government. Furthermore, at no time shall the FLSC propagate extremist activities, advocate violence against others, or the violent overthrow of the Government, or seek to deprive individuals of their civil rights. Unless otherwise provided herein or in the Bylaws, all business shall be conducted in accordance with Robert's Rules of Order (revised).

### Section 2 – Legislative Compliance

The FLSC will comply with state and/or local laws concerning licensing, certification, or registration in regard to its activities. The FLSC will be responsible for ensuring applicable fire and safety regulations, environmental laws, local, State, and Federal tax codes (Section 501(c)(7) of the Internal Revenue Code), applicable laws on labor standards, and compliance with any other applicable statutes and regulations within the operation of the FLSC.

### Section 3 – Association/Fiscal Year

The association year shall run from the date of installation of officers in May to the next installation of officers the following May. The fiscal and membership year shall run from 1 June through 31 May of the following year.

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## **Section 4 – FLSC Sponsored Activities**

FLSC sponsored activities are defined as any activity planned by the FLSC Governing Board and for FLSC members with no accrual of personal financial gain by any individual FLSC member.

The FLSC shall not engage in any activity that competes with, or conflicts with, authorized activities of non-appropriated fund instrumentalities or appropriated fund Government functions.

## **Section 5 – Refusal of Organizations**

The FLSC Governing Board reserves the right to refuse any organization or business donations and vendors.



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## ARTICLE IV – OFFICERS AND GOVERNING BODY

### Section 1 – Governing Board

The Governing Board of the FLSC shall consist of the Elected Officers, Honorary President, Honorary Vice President, Advisor(s), Appointed Officers (Chairpersons of Standing Committees), and the Parliamentarian. Each member shall have one (1) vote with the exception of the President, Honorary President, Honorary Vice President, Advisor(s), and Parliamentarian. In the case of Co-Chair positions, that Standing Committee shall have only one vote. The President shall vote only in case of a tie. The Governing Board shall:

- a. Ensure that the purpose and objectives of the FLSC are met during the transaction of its routine business and activities.
- b. Establish policies and procedures for the FLSC in accordance with the FLSC Constitution and Bylaws and all applicable Army regulations and DOD directives.
- c. Approve all expenditures essential for the operation of the FLSC and ensure all disbursements are within the purpose for which this FLSC was established through an approved budget.
- d. Hold office for one year beginning with installation or appointment and ending with the association year. No officer may hold the same office for more than two consecutive years.

### Section 2 – Elected Officers

Elected Officers of the FLSC shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer. All Elected Officers will be selected from the Active Members and will be members in good standing of this association. The election process is outlined in Article XII.

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Elected Officers, with the exception of the President, are encouraged to select and appoint a committee, after conference with and approval of the President.

## **Section 3 – Executive Board**

The Executive Board of the FLSC shall consist of the Elected Officers, Honorary President, Honorary Vice President, Advisor(s), and Parliamentarian. The Executive Board shall meet at the discretion of the President. Any recommendation made by the Executive Board requiring a vote shall be referred to the Governing Board.

## **Section 4 – Appointed Officers**

The President shall appoint a Parliamentarian and officers to act as Chairpersons of each Standing Committee. Appointed officers are encouraged to select a committee to assist them with their job duties.

## **Section 5 – Honorary President, Honorary Vice President, and Advisor(s)**

The position of Honorary President of the FLSC shall be held by the spouse of the Combined Arms Center (CAC) Commanding General—or his/her designee or a designee of the CAC Commanding General.

The position of Honorary Vice President of the FLSC shall be held by the spouse of the Combined Arms Center (CAC) Command Sergeant Major—or his/her designee or a designee of the CAC Command Sergeant Major. If a designee is not available, however, the position of Honorary Vice President may be left vacant.

The position(s) of Advisor(s) shall be designated by the Honorary President.

Honorary President, Honorary Vice President, and Advisor(s) shall be eligible to vote as an Active Member upon payment of membership dues.

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## **Section 6 - Community Liaison Positions**

Community Liaison positions are non-voting positions. It is encouraged for liaisons to attend meetings and luncheons. They will be appointed by the President. They will act as a representative for each organization/group of people and help recruit members and volunteers from the community.

## **Section 7 – Vacancies**

Should a vacancy occur in the office of President, the First Vice President will fill that office. In the case of simultaneous vacancies in the office of the President and First Vice President, the Second Vice President will assume the office of President. If the Second Vice President is unable to assume the duties of the President, the Honorary President, Honorary Vice President, and Parliamentarian will obtain nominations from the Governing Board and conduct a secret ballot election by the Governing Board. Vacancies in elected offices other than the President will be filled by nomination of the President and election by a majority vote of the Governing Board.

## **Section 8 – Early Termination of Office**

FLSC Governing Board members are presumed to have resigned upon their permanent departure from the Fort Leavenworth area or upon their failure to attend three (3) FLSC Board meetings if, as brought to the attention of the FLSC Executive Board, they do not have a valid explanation for their failure to attend the meetings. Upon recommendation of the FLSC Executive Board, the FLSC Governing Board reserves the right to request a resignation from any board member, at any time, due to failure of fulfilling his/her job duties.

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**Section 9 – Incomplete Slate**

In the event of an incomplete slate, except for the office of President, the vacant position(s) shall be appointed by the incoming President as soon as is reasonably possible and approved by a majority vote of the Governing Board.

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## ARTICLE V – MEMBERSHIP

### Section 1 – General

Pursuant to paragraph 3-7 of Army Regulation 210-22, membership will not be discriminatory based on race, color, creed, sex, disability, or national origin. Membership will be voluntary and will become effective upon payment of dues as provided in this article. Membership shall consist of Active, Associate, and Honorary Members as defined herein. Members are encouraged to read these by-laws as a condition of informed consent. Members are personally liable for all debts of the association in the event of bankruptcy, insolvency or dissolution.

### Section 2 – Standing

A member in good standing is one who has paid the appropriate dues, incurred no outstanding FLSC debts, and is in compliance with the current Constitution and Bylaws, policies, and procedures of the FLSC.

### Section 3 – Active Membership

Active Membership will entitle the individual to the right to vote, the right to hold office, and the right to receive appointments to committees. Active Members must renew their membership and pay dues annually. Active Membership will be extended to the following:

- a. Spouses of active duty commissioned officers, warrant officers, and enlisted personnel assigned to Fort Leavenworth.
- b. Spouses of government employed civilians currently employed on Fort Leavenworth.
- c. Spouses of retired commissioned officers, warrant officers, government employees, and enlisted personnel who reside in the Greater Leavenworth Community.
- d. Spouses of Reservists and National Guard who reside in the Greater Leavenworth Community.

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- e. Spouses of fallen heroes who reside in the Greater Leavenworth Community.
- f. Widows or Widowers of active duty or retired officers, warrant officers, government employed civilians, and enlisted personnel who reside in the Greater Leavenworth Community.

### **Section 4 – Associate Membership**

Associate Members will pay annual dues, may vote, and may hold an appointed board position.

In fact, associate membership will entitle the individual to all the rights and privileges of Active Membership except the right to hold an elected office. Associate Membership will be extended to the following:

- a. Active duty officers, government employed civilians, warrant officers, and active duty enlisted personnel assigned to Fort Leavenworth..
- b. Dependent family members (other than spouses) who are over 18 years of age and reside with commissioned officers, warrant officers, and government employed civilians, or enlisted personnel assigned to Fort Leavenworth..
- c. Spouses of DoD contract employed civilians currently employed on Fort Leavenworth.
- d. Persons approved for associate membership by the Governing Board of the FLSC.
- e. Spouses of International service members, residing in the Greater Leavenworth Community.

### **Section 5 – Honorary Membership**

Honorary Members do not pay dues, vote, or hold elected office. They may serve on committees and participate in all FLSC-sponsored activities. Honorary membership shall last for one FLSC Board's fiscal year (1 June – 31 May) and may be renewed as necessary. Honorary Members

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shall be eligible to vote as an Active or Associate Member upon payment of membership dues.

The following defines those eligible for Honorary Membership:

- a. The spouse of the Commanding General, Combined Arms Center (CAC)— or his/her designee or a designee of the Commanding General, CAC—in the position of Honorary President.
- b. The spouse of the Command Sergeant Major, Combined Arms Center (CAC)— or his/her designee or a designee of the Command Sergeant Major, CAC—in the position of Honorary Vice President.
- c. Advisor(s), as designated by the Honorary President.
- d. Civic and Community members, as designated by the Honorary President and the President of FLSC.

### **Section 6 – Membership Termination**

Membership may be denied or withdrawn from a member of the FLSC under such conditions as prescribed by the Governing Board, provided such conditions are nondiscriminatory according to race, creed, sex, disability, or national origin. Membership in the FLSC may be terminated at any time at the request of the member. Requests shall be submitted to the Membership Chairperson.

Dues are not refundable and non-transferable.

### **Section 7 – Special Considerations**

Guests are welcome to attend one membership event hosted by FLSC. Membership is then required to attend additional membership events. Persons not eligible for membership may attend FLSC functions as a guest provided the function is not designated as “members only.” FLSC members are responsible for all debts incurred and behavior of their guests at all events, i.e., luncheons and special events. In the interest of community relations, the Honorary President,

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Honorary Vice President, Advisor(s), and/or President may issue invitations for special occasions to members of the local communities.



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## Article VI – FINANCES

### Section 1 – Revenue

The revenue necessary to pursue the objectives described in Article II shall be derived from dues or fees paid by the membership and revenue-producing activities conducted by the FLSC when approved and conducted under the supervision of the Governing Board.

### Section 2 – Approval of Family, Morale, Welfare, and Recreation Directorate

All revenue-producing activities not confined to the FLSC membership shall have prior approval of the Directorate of Family, Morale, Welfare, and Recreation.

### Section 3 – Definition of Accounts

The FLSC shall have two separate bank accounts – the General Operating Account and the Community Assistance / Scholarship Account.

- a. Division of the Community Assistance/Scholarship monies will be decided each year at the April Governing Board meeting.
- b. Dues and monies raised from the membership go into the General Operating Account.
- c. FLSC Ways and Means and Hospitality profits (gross income minus operating expenses) as well as vendor fees earned at luncheon will go into the FLSC General Operating Account.
- d. Revenue (gross income minus and expenses) acquired through special fundraising events (i.e. Bazaar, Fall Fundraiser and Spring Fundraiser), must go into the Community Assistance / Scholarship Account and may not be transferred to the General Operating Account. Revenue to include FLSC Ways and Means and Hospitality profits made at the event.

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- e. In the event that there is revenue remaining in the General Operating Account in excess of necessary expenditures of the fiscal year, funds may only be transferred to the Community Assistance / Scholarship Account after an approving vote of the Governing Board. In the event the revenue available exceeds \$1,000.00, a majority vote of the General Membership is also required.
- f. At the end of the fiscal year, minimum balances of \$4,000.00, must be held in reserve in the General Operating Account, and \$1,500.00, must be held in reserve in the Community Assistance / Scholarship Account, in addition to money already allocated, but not yet paid out.

### **Section 4 – Financial Review of Records**

The Treasurer's books shall be submitted for financial review to a Certified or Licensed Public Accountant in accordance with Army regulations or Policy letters regarding Private Organizations at Fort Leavenworth.

- a. The Treasurer's books shall be submitted for financial review not later than two weeks after the end of the FLSC fiscal year (May 31) or upon resignation/termination of the Treasurer.
- a. With the exception of those being reviewed, records shall be turned over to the new Treasurer immediately following the end of the fiscal year.

### **Section 5 – Term of Obligations**

The FLSC Board shall not incur any financial obligations that extend beyond its term of office without providing adequate funding over and above sufficient operation funds.

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## **Section 6 – Liability of Indebtedness**

In no event shall the United States Government be held liable for any indebtedness incurred by the members of this association.

## **Section 7 – Payment Terms**

The Treasurer shall pay all obligations of the FLSC in accordance with the fiscal year, to include but not limited to monthly bills, sales taxes, and any reimbursements within five (5) working days of receipt.

## **Section 8 – Authorization of Expenditures**

The Governing Board must authorize any expenditure of funds not covered in the annual budget that exceeds \$100. A single item expenditure of over \$1,000.00, not covered in the annual budget must be approved by the General Membership. All expenditures within any single officer's budget exceeding \$250.00, must be approved by the President.

## **Section 9 – Expenditures and Reimbursements**

The Governing Board shall approve all expenditures for the operation of the FLSC, which may include reimbursement to the Army for utility expenses, and shall ensure that disbursements are within the purpose for which the FLSC was established (per sound business practices) and do not exceed the budget. Any expenses incurred during the fiscal year must be reported to the treasurer within 60 days for reimbursement, but no later than the end of the fiscal year (May 31). The Governing Board shall at no time appropriate or authorize the obligation of monies in excess of funds actually on hand or subscribed.

## **Section 10 – Budgets**

The proposed General Operating Budget will be presented for approval at the first General Membership meeting. Approval shall consist of a majority of those present. If the treasurer

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deems necessary, a subsequent revised budget will be determined in January by committee and approved by a majority vote at the next Governing Board meeting.

### **Section 11 – Monetary Benefit**

No monetary benefit or personal or professional gain will accrue to any member of the FLSC Governing Board through his/her association with the FLSC.

### **Section 12 – Check Policy**

All checks written from either the General Operating Account or Community Assistance/Scholarship Account will require signatures from two of the three bank account signatories for all amounts over \$250.00.

### **Section 13 – Changing of Financial Institutions**

If the Treasurer presents substantial financial evidence in the best interest of the FLSC to switch financial institutions, a change of institutions may only be made with approval of the FLSC Executive Board.

### **Section 14 – Signatories of FLSC Accounts**

Three signatories are required on the FLSC account. The three signatories shall be President, Treasurer, and one other Executive Board Member (in order of preference).

### **Section 15 - Membership Dues**

The dues of FLSC members shall be decided by the Governing Board at a duly constituted meeting. Dues will become half price as of January 1st for the remainder of the club year. No FLSC dues or any portion of FLSC dues shall be refunded upon the departure of any member regardless of any reason.

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**ARTICLE VII – FISCAL LIABILITY**

The membership is liable for organizational debts in the event its assets are insufficient to discharge liabilities. Neither the Fort Leavenworth Military Community nor the United States Government will incur or assume any liability on behalf of, or as a result of, the activities of the FLSC. An individual member of the FLSC will not be personally liable for the negligent conduct of the FLSC or its members unless he/she authorizes assets to, participates in, or otherwise ratifies such conduct.

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## ARTICLE VIII – INSURANCE

### Section 1 – Coverage

The FLSC has secured adequate insurance to protect against public liability and property damage claims or other legal actions that may arise as a result of activities of the organization or one or more of its members acting on behalf of itself, or the operation of any equipment, apparatus or device under the control and responsibility of the FLSC.

### Section 2 – Fidelity Bonding

The President, First Vice President, Treasurer, Membership Chair, Ways and Means Chair, Property Chair, Secretary, and any Fundraiser chair shall be bonded at FLSC expense.

Additionally, fidelity bonding will be purchased by the FLSC for members handling monthly cash flow exceeding \$500 and will be equal to the normal maximum amount of cash flow handled.

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**ARTICLE IX – PROPERTY**

The property of the FLSC shall consist of such articles as may properly come into its possession.

The property shall be accounted for by the Treasurer and the Properties Chairperson with sound business practices and a record of the same maintained with the permanent record.

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## ARTICLE X – RECORDS

### Section 1 – Historical Files

A historical file consisting of the following permanent records will be maintained by the Secretary for a period of four (4) years, after which the records will be destroyed. Documents of historical interest may be maintained in permanent storage at the discretion of the Governing Board.

- a. The most current original letter of approval to operate on the installation.
- b. The most current original copy of the Constitution and Bylaws.
- c. The most current record of approval of the Constitution and Bylaws.
- d. Current list of members.
- e. Current inventory of physical and financial assets.
- f. A copy of current applicable Army regulations.
- g. After action reports (AARs) for each position.
- h. IRS Tax Exemption Certificate.



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## ARTICLE XI – MEETINGS AND QUORUMS

### **Section 1 – General Membership Meetings**

Meetings open to the General Membership are defined as General Membership meetings, and may include luncheons and other social activities. General Membership meetings will be held at least four (4) times a year. All business meetings of the General Membership shall be governed by procedures set forth in Robert's Rules of Order unless otherwise provided for in the FLSC Constitution or Bylaws. Any agenda item to be presented at a General Membership meeting must be submitted in writing to the President at least 48 hours prior to the scheduled meeting.

### **Section 2 – Governing and Executive Board Meetings**

At the discretion of the Executive Board, the Governing Board will meet monthly, June through May. This schedule will be announced to general membership at the beginning of the membership year. The Executive Board will meet at the discretion of the President.

### **Section 3 – Quorum**

A quorum shall consist of a majority (more than 50 percent) of the voting members of the Governing Board. The vote of the majority of the quorum present shall govern.

### **Section 4 – General Member Attendance**

FLSC members in good standing may attend any FLSC Governing Board meeting. Those wishing to address the Governing Board may do so after notifying the FLSC President no less than 72 hours in advance of the meeting. Said member will have no vote and will comply with Robert's Rules of Order (revised) while in attendance.

### **Section 5 – Special Meetings**

The Governing Board will call a Special Meeting of the general membership when necessary.

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**Section 6 – Parliamentary Authority**

All parliamentary procedures not covered by the Constitution and Bylaws shall be covered by Robert's Rules of Order (revised).

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## ARTICLE XII – ELECTIONS

### Section 1 – Nominations

A Nominating Committee will be created and chaired by the Parliamentarian. The Nominating Committee will be composed of FLSC general members in good standing who do not wish to apply for an FLSC office. Should a Nominating Committee member elect to apply or is nominated for a FLSC board position, the said member should be recused from the committee. The Nominating Committee will meet at least two (2) months prior to the election, with appropriate notice given to the General Membership. The Nominating Committee will announce a slate to the Governing Board at the March meeting and to the General Membership in March, no less than one (1) month prior to the election. Nominations from the General Membership will be accepted upon announcement of the proposed slate of officers with the prior written approval of the nominees. Only Active Members defined to be in good standing shall be nominated for elected office.

### Section 2 – Officer Elections

The officers shall be elected from and by the General Membership at the April meeting for a term of one year. Election will be by secret ballot for those offices with multiple candidates; by simple show of hands for those offices with a single candidate. Candidates receiving a simple majority of the votes cast by the members present shall be elected. The Parliamentarian shall serve as the Election Officer.

### Section 3 – Assumption of Duties

Elected officers will assume their duties immediately after installation, which will take place at the General Membership meeting during the month of May. Appointed officers will assume their duties upon appointment.

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## ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

### Section 1 – General

The FLSC Constitution and Bylaws will be reviewed and potentially revised bi-annually through committee (Article XIII, Section 4) and completed in conjunction with the revalidation request in the spring of each odd year.

### Section 2 – Amendments to the Bylaws

Amendments to the Bylaws will be considered at any time when submitted by a member, in writing and signed, at least two (2) weeks prior to any board meeting and/or the bi-annual Constitution and Bylaw Revision Committee Meeting. Amendments to the Bylaws must be approved by:

- a. A majority vote of the Governing Board present in a duly constituted meeting.
- b. The Garrison Commander or approving authority.

### Section 3 – Constitutional Amendment Approval

Amendments to the Constitution will be considered through the bi-annual Constitutional and Bylaw Review process (Article XIII, Section 4). Additionally, the FLSC president may convene a Special Review Meeting as deemed necessary by the board. The Special Review Committee will review the Constitution and Bylaws and report its recommendations to the Board no later than one month following the call to review. If changes to the constitution are necessary, notice will be given to the General Membership. Constitutional and Bylaw Reviews must be approved by:

- a. A majority vote of the members of the Board present in a duly constituted regular or special meeting in February.

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- b. A majority vote of the members present and voting in a duly constituted meeting of the General Membership (recommended in February).
- c. The Garrison Commander or approving authority.

### **Section 4 – Constitution and Bylaw Review Process**

The Constitution and Bylaws review committee will be chaired by the Parliamentarian who shall:

- a. Nominate members in good standing to the President for official appointment. At a minimum, the committee shall include the FLSC President, Advisor(s), one Governing Board Member and one non-Board member. The Honorary President and Honorary Vice President will also be invited to serve on the review committee. Committee composition shall be certified no later than two (2) weeks prior to the meeting.
- b. Announce committee date in the November and December Sunflower and at the November and December General Membership meetings.
- c. Receive proposed amendments from any member, in writing and signed, at least two (2) weeks prior to bi-annual committee meeting.
- d. Report the committee recommendations to the board in February and request approval that the revised Constitution and Bylaws be presented to the General Membership for approval in a duly constituted General Membership meeting.
- e. Make the proposed amendments to the Constitution and Bylaws available in writing (electronically an accepted alternative) to the General Membership in February in a duly constituted General Membership meeting for a vote for approval at that time.

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- f. Submit the updated FLSC Constitution and Bylaws to the Garrison Commander for final approval.

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## ARTICLE XIV– ADOPTION

### Section 1 – General

This Constitution shall become effective upon adoption in a duly constituted regular or special meeting of the General Membership with a majority vote of the eligible members present and upon approval of the Garrison Commander. Furthermore, the final approved copy of the Constitution and Bylaws must be published and made available to the General Membership. This Constitution shall supersede all previous Constitutions and amendments except that it shall not affect elected officers nor specific agreements and contracts entered into under the terms of previous constitutions until such terms of agreements or contracts shall have reached their expiration dates.

### Section 2 – Final Authority

No article in this Constitution shall be construed to deprive the Garrison Commander of the final authority to approve all changes to the Constitution.

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## **ARTICLE XV – DISSOLUTION**

On dissolution of the association (so decided by affirmative vote of a majority of the general membership present and without any provision to meet again in the future), the funds of the association, all residual assets, and properties (after payment of all liabilities) shall be distributed to benefit the military community after first complying with applicable Kansas laws. If liabilities exceed assets, all members shall be assessed a pro rata share for remaining debts after assets have been liquidated and applied toward liabilities. Any funds remaining after liquidation can be held in escrow for a period of one (1) year for the purpose of reorganization.



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**Article XVI – APPROVAL**

This Constitution was approved by the Governing Board on February 5, 2020.

This Constitution was approved by the general membership at a regular General Membership Meeting of the Fort Leavenworth Spouses' Club held on February 19, 2020.

In witness whereof, the following officers affix their signature.

\_\_\_\_\_  
Angela Meyer

President, FLSC

\_\_\_\_\_  
Alisa Murphy

Second Vice President, FLSC

\_\_\_\_\_  
Date

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Date

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Heather Cipperly

Parliamentarian, FLSC

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Date