

## **Team Ellsworth Spouses' Club (TESC) Constitution**

### **ARTICLE I NAME**

A. This organization shall be known as Team Ellsworth Spouses' Club (TESC), herein referred to as TESC. It shall be a private organization located at Ellsworth Air Force Base, operating under the parameters of AFI 34-223. It is not a part of the Department of Defense or any of its components and it has no government status.

B. Authority

1. The TESC is a private organization pursuant to the authority contained in AFI 34-223. The organization is not an instrumentality of the United States Government and is not under Air Force control. The organization is not entitled to sovereign immunities or privileges. No appropriated or non-appropriated funds of the United States or its instrumentalities shall be used to support the charitable organization either directly or indirectly. No act or omission of the charitable organization or of its officers or agents shall create a debt of liability upon the appropriated or non-appropriated funds of the United States or any of its instrumentalities.
2. The TESC operates on a military base only with the consent of the installation commander. Operation is contingent upon compliance with the requirements and conditions of applicable Air Force regulations, including but not limited to conditions set forth in paragraph B or ARTICLE IV.

C. Purpose

1. The Team Ellsworth Spouses' Club is dedicated to supporting and encouraging our military spouses and domestic partners through charitable activities and service projects that strengthen friendships, foster the ideals of charity and fellowship, and provide opportunities for social interaction.
2. The Team Ellsworth Spouses' Club's mission is to: establish and maintain base and community relationships; support all enlisted and officer military spouses, whether active duty, reservist, guard or retired, as well as all spouses of civilians working on Ellsworth AFB; and to contribute to the base and surrounding communities through charitable contributions, scholarships and monthly volunteer opportunities.
3. TESC sponsors social activities financed through annual dues, member-user fees for TESC social events and volunteer payments.
4. TESC will not permit any part of its earnings to incur private benefit to any individual. No member of TESC possesses any right, title to, or interest in the TESC administrative property or net earnings as an individual or within a private capacity.
5. TESC shall not influence legislation, or participate in or intervene in any political campaign on behalf of any candidate for public office.

6. TESC is an independent private organization and shall conduct activities within the guidelines of 26 U.S.C. § 501(c)(7). The charitable component of TESC is a private, non-profit, welfare organization, which is organized and operated in accordance with 26 U.S.C. § 501(c)(3).

7. Operation of TESC is contingent upon compliance with the requirements and conditions of all applicable Air Force directives.

8. TESC raises funds for charitable and educational purposes through donations, the TESC Thrift Shop, and fundraising activities. These fundraising activities are conducted through the work of TESC members who volunteer their time.

Charitable recipients include the Ellsworth AFB community, the surrounding communities, and at an Air Force level for such organizations as, but not limited to, Air Force Assistance Fund and Fisher House.

## **ARTICLE II GENERAL PROVISIONS**

- A. TESC is governed by its Constitution and By-Laws. TESC may also institute other governing documents in accordance with the Constitution and By-Laws. Should there be a conflict between the Constitution and By-Laws or other governing documents, the Constitution governs.
- B. TESC is not a Non-Appropriated Fund Instrumentality, nor is it entitled to privileges and immunities of the Federal Government.
- C. The membership is liable under the laws of the State of South Dakota for organizational debts in the event the organization's assets are insufficient to discharge liabilities.
- D. Limitations – This organization will conduct no program that will prejudice or discredit the interests of the United States Air Force or any other government agency.
  - 1. This organization will not conduct any business in the name of the United States Air Force installation or organization. Furthermore, official sponsorship or endorsement by Ellsworth Air Force Base or by the United States Air Force of the TESC or any of its activities may not be stated or implied.
  - 2. This organization will not engage in any program that conflicts or competes with Services activities, NAFI, or the Army and Air Force Exchange Service.
  - 3. When requested by the installation commander, the organization will cause an audit of the financial status to be conducted by such person or agency as the TESC Budget Committee shall designate. All books and records of the organization will be made available for such audits, to be conducted not less than once a year. Special circumstances may require an additional audit.
  - 4. This organization is prohibited from resale activities, except for the Thrift Shop sales and occasional sales for fundraising purposes in accordance with AFI 34-223, and other Air Force Regulations and Instructions.

5. These Bylaws cannot be amended to omit a statement of the nature and purpose of the organization or to omit provisions for disposing of residual assets and liabilities when the organization is dissolved.

### **ARTICLE III MEMBERSHIP**

- A. Membership in the TESC is voluntary, and includes three (3) categories: Active, Associate, and Honorary, in accordance with the rules of eligibility, privileges, dues and responsibilities as outlined in the TESC By-Laws and General Policies.
- B. TESC is conducted non-discriminatory and provides equal opportunity without regard to race, creed, color, religion, sex, age, rank, sexual orientation, disability or national origin.
- C. Members of the TESC agree to the covenant not to sue any of its members, the United States Government, and/or the United States Air Force for any action in contract or tort, which may arise out of operation, and/or activities of the TESC.
- D. Article II, Section C of the TESC By-Laws governs resignation, termination and reinstatement of membership.

### **ARTICLE IV OFFICERS AND GOVERNING BODY**

- A. TESC is governed by a Board of Governors composed of three parts: the Elected Officers, Appointed Positions, and Honorary Advisors, as stipulated in the By-Laws and General Policies. The TESC General Policies specify the general responsibilities of each position.
  - 1. Elected Officers
    - a. President
    - b. 1<sup>st</sup> Vice-President (Operational)
    - c. 2<sup>nd</sup> Vice-President (Charitable)
    - d. Recording Secretary
    - e. Corresponding Secretary
    - f. Operational Treasurer
    - g. Charitable Treasurer
    - h. Parliamentarian
  - 2. Advisors
    - a. Senior Advisor (Spouse of 28<sup>th</sup> BW Commander)
    - b. Senior Advisor (Spouse of the 28<sup>th</sup> BW Vice Commander)
    - c. Senior Advisor (Spouse of the 28<sup>th</sup> BW Command Chief)

- d. Other Honorary Advisors at the request of the Spouse of the 28<sup>th</sup> BW Commander.

3. Appointed Positions

- a. Appointed Chairpersons

- B. The term of office runs from June 1 through May 31.
- C. The Executive Board consists of Elected Officers, Senior Advisors, Honorary Advisors, and the Parliamentarian. It will meet upon the call of the President or a Senior Advisor and act as an advisory body to the President.

**ARTICLE V  
DUES**

- A. All members with the exception of Guests and the Thrift Store Manager are required to pay dues in accordance with the By-Laws and General Policies.
- B. Changes in dues take effect with a simple majority vote of current voting members present at the General Membership meeting in which the vote is taking place, according to Article VII of the TESC Constitution.

**ARTICLE VI  
MEETINGS AND QUORUMS**

- A. The business of the TESC shall be conducted at regularly scheduled meetings of the Board of Governors, meetings of the members, or special meetings as described in the By-Laws. The President may call special meetings. All members shall be given reasonable notice of special meetings as set forth in the By-Laws.
- B. At general or special meetings of the membership, quorum shall be as defined in the By-Laws. All reasonable attempts shall be made to inform the membership of an upcoming vote and the need for their attendance. At any meeting of the Board of Governors, 51% of the total number of members of the Board of Governors entitled to vote shall constitute a quorum.

**ARTICLE VII  
FINANCES OF THE TESC**

- A. The TESC will comply with all local, state, and federal laws.
- B. Operational and Charitable fundraising activities must be approved by the Board of Governors, authorized by the 28<sup>th</sup> FSS Commander or his/her designee, and permitted by all applicable Air Force Instructions or state laws.
- C. The administration of the TESC, including its publications, shall be executed at absolutely no cost to the U.S. Government.
- D. The monetary assets of the TESC are allocated into two (2) accounts:
  - 1. Operational Fund Account

- a. Is used for operational expenses and chosen activities of the TESC.
  - b. Consists of money collected from dues and voluntary contributions in accordance with the By-Laws and Section 501 (c)(7) of the IRS code.
  - c. A minimum of five hundred dollars (\$500) will remain in this account at the end of the Board year.
  - d. Operational expenditures are governed by the current and approved Operational Fund account budget.
  - e. Ways and Means income may go entirely to the Operational Account.
2. Charitable Fund Account
- a. Is used exclusively for charitable purposes.
  - b. Consists of donated money, money earned from the TESC Thrift Shop, and designated fundraisers.
  - c. A minimum of two hundred fifty dollars (\$250) will remain in the Charitable Fund account at the end of the Board year.
  - d. The Charitable Fund is governed by the current and approved Charitable Fund account budget.

## **ARTICLE VIII INSURANCES AND LIABILITIES**

- A. If required, and unless waived by the 28th Mission Support Group Commander or his/her designee, TESC will obtain liability insurance coverage against all personal injury and property damage claims that may arise from activities of TESC or its members.
- B. The TESC will maintain appropriate bonding or fiduciary insurance covering any member who controls or has access at any time to TESC funds in excess of \$1,000.00.
- C. TESC is subject to restrictions, laws, taxes, licenses, and/or ordinances that may be imposed on it by local, state, and federal jurisdiction.
- D. All members should be advised that financial liability incurred by the TESC might result in individual personal financial responsibility, if the treasury fails to discharge obligations. AFI 34-223 requires this provision to be in constitutions whereby members of the Private Organization have to insure bills are paid.
- E. Each member is required to acknowledge their understanding of this liability in writing, annually, in conjunction with applying for or renewing their TESC membership.

## **ARTICLE IX TESC THRIFT SHOP**

- A. The TESC establishes and maintains the TESC Thrift Shop operating procedures and management policies as defined by the Thrift Shop Constitution and By-Laws. The purpose of the Thrift Shop is three-fold: To provide Ellsworth AFB Community with a source of personal property items at a reasonable price; to provide funds for the exclusive use of the TESC Charitable Fund. This fund will be used for charitable and Scholarship purposes. No part of the Thrift Shop profits will be of benefit to any of the individual officers, members, or volunteers of the Thrift Shop or TESC.

- B. The TESC Thrift Shop shall function under a governing body known as the Bone Yard Committee, under the auspices of the TESC and with the approval of the Board of Governors.
- C. The Bone Yard Committee consists of the TESC President, Second-Vice President, TESC Charitable Treasurer, Thrift Shop Honorary Advisor, Thrift Shop Manager and appointed TESC representative(s).
- D. Detailed governing policies for the Thrift Shop are provided within the Thrift Shop Constitution and By-Laws and shall be reviewed by the TESC Board of Governors annually.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be the parliamentary rules in all matters not specified in the TESC Constitution or By-Laws.

**ARTICLE XI  
AMENDMENTS**

- A. The Constitution shall be reviewed biannually by the Constitution and By-Laws Committee.
- B. Any proposed amendment to this Constitution shall be submitted in written form to the Constitution and By-Laws Committee before being submitted to the Board of Governors and the general membership for approval.
- C. The Constitution may be amended at a general membership or special meeting. No amendment to the Constitution shall be effective until reviewed by the Office of the Staff Judge Advocate. The Constitution and amendments may be voted on using electronic means of communication.
- D. The By-Laws may be amended by a simple majority vote of the Board of Governors.

**ARTICLE XII  
DISSOLUTION**

- A. The TESC will notify the 28th Bomb Wing Commander and the 28th FSS Commander or his/her designee of the intent to dissolve.
- B. Upon dissolution of the TESC, funds contained in the Operational Fund account will be used to satisfy any outstanding debts, liabilities or obligations. All remaining funds shall be disposed of by recommendation of the Board of Governors and with approval of the General membership in accordance with the IRS Code and all applicable Air Force

Instructions. If assets are not sufficient to satisfy the liabilities, the membership may be held liable for the difference thereof.

- C. Upon dissolution of the TESC, funds contained in the Charitable Fund account will be used to satisfy any outstanding debts, liabilities or obligations. All remaining funds shall be disposed of by recommendation of the Board of Governors and with approval of the General membership in accordance with the IRS Code and all applicable Air Force Instructions. If assets are not sufficient to satisfy the liabilities, the membership may be held liable for the difference thereof. In no event shall funds contained in the Charitable Fund account be used for the general purpose of the TESC.
- D. The membership is liable under the laws of the State of South Dakota for organizational debts in the event the organization's assets are insufficient to discharge liabilities. The members of the TESC are advised that said organizations are not a government instrumentality but are non-profit organizations, that the United States Government will not be liable for payment of any liabilities of the TESC, and that the unsatisfied liabilities of the TESC may result in the personal liability of all active and associate members, even though the organizations may be dissolved.
- E. Upon dissolution TESC assets may be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, education, religious or scientific purposes and which has established its tax-exempt status under Code Section 501(c)(7), such as Air Force Aid Society. A majority of the voting members present at the last general membership meeting must approve the disbursement of funds.

**ARTICLE XIII  
ADOPTION**

- A. This Constitution and any subsequent amendments thereto shall become effective upon adoption by the affirmative vote of the members and review by the Office of the Staff Judge Advocate.
- B. This constitution was approved by a majority vote of the general membership on 5 Nov 2021 and is submitted for approval by the Commander, 28<sup>th</sup> Mission Support Group, Ellsworth AFB, SD.

<b>ALYSSA SILKO</b> <b>President, 2021-2022</b>	
<b>NA/Position Vacant</b> <b>1<sup>st</sup> Vice President, 2021-2022</b>	<b>NA/Position Vacant</b> <b>2<sup>nd</sup> Vice President, 2020-2021</b>

<b>Alejandra Hernandez</b> <b>Secretary, 2021-2022</b>	<b>Erica Clesse</b> <b>Treasurer, 2021-2022</b>
<b>This constitution has been approved by 28 MSG/CC.</b>	
	<b>Colonel Brady Vaira, USAF</b> <b>Commander, 28th Mission Support Group</b>