

MILITARY SPOUSES' SOCIETY OF VIRGINIA CONSTITUTION

2020

Article I: Name

The name of this organization shall be the Military Spouses' Society of Virginia, hereinafter referred to as MSSofVA.

Article II: Authority

This Constitution is the MSSofVA's request to operate as a private organization within the Hampton Roads community. It is not affiliated with the Department of Defense or any military private organizations. The MSSofVA has no governmental status. All guidelines and rules are in accordance with the provisions of Internal Revenue Service and supplements thereto, and its activities shall be conducted in accordance with these directives. Therefore, any claims, judgments, or other financial liabilities incurred by the MSSofVA may ultimately result in personal financial responsibility by its members, if the MSSofVA fails or is unable to discharge its obligation. This may be so even if the MSSofVA has been dissolved.

Article III: Purpose

A. The purpose of the MSSofVA is to develop, organize, and sponsor cultural, educational, social and charitable opportunities and 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 within the local area military community.

1. This goal shall be achieved by fostering a spirit of good fellowship among MSSofVA members and the ideals and esprit de corps of the MSSofVA.
2. No member of the MSSofVA shall possess any right, title to, or interest in the MSSofVA administrative property or net earnings as an individual or within a private capacity.
3. The MSSofVA shall not influence legislation or participate in or intervene in any political campaign on behalf of any candidate for public office.
4. The MSSofVA shall conduct activities within the guidelines of the Internal Revenue Code Section 501(c)(4), guidelines for a non-profit organization. Said organization is organized exclusively for social and welfare purposes within the meaning of section 501(c)(4) of the Code, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

B. The MSSofVA operates within the local military community of Hampton Roads and is not affiliated with any military base.

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Article IV: Membership

Membership in the MSSofVA is voluntary and defined in the By-Laws. The MSSofVA does not discriminate in selection of Board members or in its membership policies based on age, color, ethnic group, gender, national origin, race, or religion.

Article V: Administration

A. The executive direction of the MSSofVA shall be vested in the Governing Board with the President responsible for all the aspects of the MSSofVA.

B. The Executive Board shall formulate the MSSofVA Statement of Policy yearly and be responsible for their administration. The Statement of Policy shall be approved by the Governing Board and posted for the membership annually in September.

Article VI: Executive Board

The Executive Board of the MSSofVA shall consist of the elected Officers and the Parliamentarian.

Article VII: Governing Board

The Governing Board of the MSSofVA shall consist of the Executive Board and the appointed Committee Chairpersons.

Article VIII: Officers and Chairpersons

A. The officers in the MSSofVA shall be Elected and Appointed.

B. The elected officers of the MSSofVA shall be President, Administrative Vice President, Charitable Vice President, Communications Vice President, Secretary, and Administrative and Charitable Treasurers.

C. Positions to be appointed by the MSSofVA President shall consist of the Parliamentarian, Fundraising Treasurer, and the Committee Chairpersons.

Article IX: Method of Finances

A. All members shall be required to pay dues in accordance with the By-Laws.

B. Ways and Means may generate funds for use of operating expenses as outlined in the yearly budget.

C. The Administrative, Charitable Treasurer and/or Fundraising Treasurer will provide a financial report upon the request of any member attending monthly meetings. Two signatures are required for checks on all MSSofVA accounts.

Article X: Elections

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

Article XI: 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, September through May.

B. Quorum:

1. General Membership meetings shall consist of members present.
2. Executive Board and Governing Board meetings shall consist of the total filled positions.
3. Quorum shall equal board members present.

Article XII: Insurance

Liability insurance commensurate with the risk involved shall be obtained by the MSSofVA for its sponsored activities. (See Methods of Finance in the By-Laws)

Article XIII: Pecuniary Authority

A. If an individual member obligates the MSSofVA, the obligation may only be for the sole use and benefit of the MSSofVA. Should any member obligate MSSofVA without proper authority to do so, the member shall be liable to the MSSofVA.

B. Solvency: Should assets be insufficient to discharge all liabilities, it shall be the responsibility of the members to make payment for all liabilities of the MSSofVA. This may include any civil suit that results in liability of the MSSofVA.

Article XIV: Dissolution

Upon dissolution of the MSSofVA, the MSSofVA shall dispose of all funds and property.

1. Executive Board shall recommend a time-phased action plan to the membership.
2. Dissolution shall begin after approval of two-thirds (2/3) vote of the Active members. Upon the dissolution of the MSSofVA, 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

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federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

3. No part of the net earnings of the MSSofVA shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Article XV: Financial Review

A financial review of the funds of the MSSofVA shall be accomplished yearly, either by the governing board or a Certified Public Accountant as determined by the executive board, in compliance with Article II of this Constitution. In addition, a review by an accountant or an internal committee, consisting of at least three MSSofVA members appointed by the MSSofVA President, shall be conducted if the Administrative, Charitable and/or Fundraising Treasurer does not complete the term.

Article XVI: Parliamentary Authority

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

Article XVII: Amendments

A. The amendment process shall consist of the following:

1. Amendments must be submitted, in writing, by a MSSofVA member, with a minimum of seven (7) additional members' signatures, to the Executive Board.

2. If the proposed amendment is passed by the majority of the Executive Board, it shall be presented at the next regularly scheduled Governing Board meeting. If the proposed amendment is not passed by majority vote of the Executive Board, the amendment shall only be reintroduced once per quarter or if substantial new information becomes available.

3. If the proposed amendment is passed by the majority of the Governing Board, it shall be posted for at least 14 days or until the next regularly scheduled General Membership meeting. If the proposed amendment is not passed by majority of the Governing Board, the amendment shall only be reintroduced once per quarter or if substantial new information becomes available.

4. A two-thirds (2/3) vote of the members present at the General Membership meeting shall approve a proposed amendment. If an amendment is not approved by the General Membership, it shall only be reintroduced once per quarter or if substantial new information becomes available.

C. If any provision of the Constitution shall be deemed illegal or contrary to any IRS directive, such portion shall be changed administratively to conform.

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Article XVIII: Constitution and By-Laws Review

The Constitution and By-Laws shall be reviewed every year by the Constitution and By-Laws Review Committee or more frequently under request of the governing board.

Article XIX: Adoption

A. This Constitution shall become effective upon the majority vote of the members present at a General Membership meeting.

B. This Constitution has been reviewed in accordance with the Internal Revenue Code Section 501(c)(4), guidelines for a non-profit organization.

I certify that this Constitution has been approved by the membership as indicated in Article XI of the MSSofVA Constitution.

MSSofVA President Date

MSSofVA Parliamentarian Date